

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,

Debtors.¹

Case No. 16-42529

CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:

TBD

Hearing Location:

TBD

**APPLICATION OF THE DEBTORS
AND DEBTORS IN POSSESSION, PURSUANT TO
SECTIONS 327(a) AND 329(a) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 2014(a) AND 2016(b) AND LOCAL BANKRUPTCY
RULES 2014(A) AND 2016-1, FOR AN ORDER AUTHORIZING THE DEBTORS AND
DEBTORS IN POSSESSION TO RETAIN AND EMPLOY JONES DAY AS COUNSEL,
EFFECTIVE AS OF THE PETITION DATE**

Peabody Energy Corporation ("PEC") and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), hereby apply to this Court, pursuant to sections 327(a) and 329(a) of title 11 of the United States Code (the "Bankruptcy Code"), Bankruptcy Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014(A) and 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the "Local Bankruptcy Rules"),² for an order authorizing them to retain and employ

¹ The Debtors and their employer identification numbers are listed on Schedule 1 attached hereto. The addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

² This Application is also generally consistent with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, issued by the Executive Office for United States Trustees (the "United States Trustee Guidelines").

Jones Day as counsel in these chapter 11 cases, effective as of the Petition Date,³ and in support thereof respectfully represent as follows:⁴

Jurisdiction and Venue

1. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On April 13, 2016 (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Debtor PEC is a Delaware corporation headquartered in St. Louis, Missouri. PEC was incorporated in 1998 and became a public company in 2001. Each of the other Debtors is a wholly-owned direct or indirect subsidiary of PEC.

4. PEC is the world's largest private-sector coal company (by volume), with 26 active coal mining operations located in the United States and Australia. The Debtors' domestic mines produce and sell thermal coal, which is primarily purchased by electricity generators. PEC's Australian operations mine both thermal and metallurgical coal, a majority of

³ Retention as of the Petition Date is appropriate because Jones Day has provided services to the Debtors in these chapter 11 cases from and after the Petition Date.

⁴ A copy of the proposed order will be made available on the Debtors' case website at <http://www.kccllc.net/peabody>.

which is exported to international customers. As of December 31, 2015, Debtor PEC and its subsidiaries' property holdings include 6.3 billion tons of proven and probable coal reserves and approximately 500,000 acres of surface property through ownership and lease agreements. In the United States alone, as of December 31, 2015, the Debtors held an estimated 5.5 billion tons of proven and probable coal reserves, and the Debtors generated sales of approximately 180 million tons of coal. In addition to its mining operations, the Debtors market and broker coal from other coal producers across the United States, Australia, Europe and Asia.

5. The Debtors operate in a competitive and highly regulated industry that has experienced strong headwinds and precipitously declining demand and pricing in recent years due to the rise of low priced alternative energy sources – including an abundance of natural gas. Combined with these factors, slowing global economic growth drove a wide range of goods prices lower in 2015 and resulted in the largest broad market decline since 1991. Indeed, demand from electric utilities in the United States alone declined approximately 110 million tons in 2015. These market conditions, in connection with lower realized pricing in the United States and Australia, resulted in a 21.0 million ton decline in the Debtors' and their non-debtor subsidiaries' coal sales during 2015. As a result of these challenges, several large United States coal companies have filed for chapter 11 protection in recent years.

6. A comprehensive description of the Debtors' businesses and operations, capital structure and the events leading to the commencement of these chapter 11 cases can be found in the Declaration of Amy Schwetz, Executive Vice President and Chief Financial Officer of Debtor PEC, in Support of First Day Pleadings of Debtors and Debtors in Possession (the "First Day Declaration"), which was filed contemporaneously herewith and is incorporated herein by reference.

7. In support of this Application, the Debtors submit (a) the Declaration of A. Verona Dorch, Esq., Executive Vice President Law, Chief Legal Officer, Government Affairs and Corporate Secretary of Peabody Energy Corporation (the "Debtors' Declaration"), a copy of which is attached hereto as Exhibit A; (b) the Declaration of Heather Lennox, a partner of Jones Day (the "Lennox Declaration"), a copy of which is attached hereto as Exhibit B; and (c) Jones Day's Disclosure of Compensation (the "Disclosure of Compensation"), a copy of which is attached hereto as Exhibit C.

Argument

Jones Day's Qualifications

8. Jones Day is well qualified to serve as the Debtors' counsel in these chapter 11 cases. Jones Day is one of the largest law firms in the world, with a national and international practice, and has substantial experience in virtually all aspects of the law that may potentially arise in these chapter 11 cases, including bankruptcy, environmental, government regulation, corporate, employee benefits, finance, intellectual property, labor and employment, litigation, mergers and acquisitions, real estate, securities and tax expertise.

9. Jones Day's restructuring practice group consists of approximately 70 attorneys practicing in offices throughout the United States and overseas. Jones Day's restructuring lawyers have played significant roles in a wide array of chapter 11 cases, including those of Allegheny Health, Education and Research Foundation; Alpha Natural Resources, Inc.; American Apparel, Inc.; Borden Chemicals and Plastics Operating Limited Partnership; Boscov's, Inc.; Burlington Industries, Inc.; Calpine Corporation; Chrysler LLC; Cone Mills Corporation; Dana Corporation; Enron Corporation; Federated Department Stores, Inc.; FLYi, Inc.; Fresh & Easy Neighborhood Market Inc.; Great American Communications Company; Harry & David Holdings, Inc.; Hostess Brands, Inc.; Kaiser Aluminum Corporation; Kmart

Corporation; Laidlaw Inc.; Lehman Brothers Holdings Inc.; Levitz Home Furnishings, Inc.; Loewen Group International, Inc.; LTV Steel Company, Inc.; Metaldyne Corporation; Molycorp, Inc.; National Century Financial Enterprises, Inc.; NationsRent, Inc.; NII Holdings, Inc.; Oglebay Norton Company; Olympia & York Developments Limited; Pillowtex, Inc.; RadioShack Corporation; R.H. Macy & Co., Inc.; USG Corporation; and WHX Corporation.

10. Jones Day also is familiar with the Debtors' businesses and financial affairs. Prior to the commencement of these cases, Jones Day assisted the Debtors with, among other things, protecting the Debtors' interests in both Patriot Coal Corporation bankruptcies, their general restructuring efforts, negotiations with lenders and other parties and preparing for the filing of these chapter 11 cases. In these matters, Jones Day's professionals have worked closely with the Debtors' management and other professionals and, as a result, have become well acquainted with the Debtors' history, business operations, capital and corporate structure and related matters. Accordingly, Jones Day has developed substantial knowledge regarding the Debtors that will result in effective and efficient services in these chapter 11 cases.

Services to Be Provided by Jones Day

11. The employment of Jones Day as the Debtors' counsel is appropriate and necessary to enable the Debtors to fulfill their duties as debtors and debtors in possession and to preserve and maximize the value of the Debtors' estates for all stakeholders. The Debtors propose to retain Jones Day on the terms of this Application and the parties' engagement letter, dated as of November 1, 2015 (the "Engagement Letter"), a copy of which is attached hereto as Exhibit D.⁵ The Engagement Letter describes, among other things: (a) the services that Jones

⁵ Any references to, or descriptions of, the Engagement Letter herein are qualified by the express terms of the Engagement Letter, which shall govern if there is any conflict between the Engagement Letter and the description provided herein.

Day anticipates performing for the Debtors and (b) the terms and conditions of Jones Day's proposed engagement by the Debtors.

12. The Debtors anticipate that Jones Day will render general legal services to the Debtors as needed throughout the course of these chapter 11 cases, including, without limitation, bankruptcy, environmental, governmental regulation, employee benefits, finance, general corporate, intellectual property, labor and employment, litigation, mergers and acquisitions, real estate, securities and tax advice. In particular, the Debtors anticipate that Jones Day will perform, among others, the following legal services:

- (a) advise the Debtors of their rights, powers and duties as debtors and debtors in possession continuing to operate and manage their respective businesses and properties under chapter 11 of the Bankruptcy Code;
- (b) prepare on behalf of the Debtors all necessary and appropriate applications, motions, proposed orders, other pleadings, notices, schedules and other documents, and review all financial and other reports to be filed in these chapter 11 cases;
- (c) advise the Debtors concerning, and prepare responses to, applications, motions, other pleadings, notices and other papers that may be filed by other parties in these chapter 11 cases and appear on behalf of the Debtors in any hearings or other proceedings relating to those matters;
- (d) review the nature and validity of any liens asserted against the Debtors' property and advise the Debtors concerning the enforceability of such liens;
- (e) advise the Debtors regarding their ability to initiate actions to collect and recover property for the benefit of their estates;
- (f) to the extent required by the Debtors, advise and assist the Debtors in connection with certain asset dispositions;
- (g) to the extent required by the Debtors, advise and assist the Debtors with respect to certain employment-related issues;

- (h) to the extent required by the Debtors, advise and assist the Debtors with respect to certain issues relating to environmental law and government regulations;
- (i) advise and assist the Debtors in negotiations with the Debtors' debt holders and other stakeholders;
- (j) advise the Debtors concerning executory contract and unexpired lease assumptions, assignments and rejections;
- (k) advise the Debtors in connection with the formulation, negotiation and promulgation of any plan or plans of reorganization, and related transactional documents;
- (l) assist the Debtors in reviewing, estimating and resolving claims asserted against the Debtors' estates;
- (m) advise and assist the Debtors in connection with any offers to provide debtor-in-possession financing and/or exit financing;
- (n) to the extent required by the Debtors, commence and conduct certain litigation that is necessary and appropriate to assert rights held by the Debtors, protect assets of the Debtors' chapter 11 estates or otherwise further the goal of completing the Debtors' successful reorganization;
- (o) provide other services for the Debtors to the extent requested by the Debtors; and
- (p) perform all other necessary and appropriate legal services in connection with these chapter 11 cases for or on behalf of the Debtors.

13. The Debtors require knowledgeable counsel to render these essential professional services. Jones Day has substantial expertise in all of these areas. Moreover, as indicated above, Jones Day has obtained valuable institutional knowledge of the Debtors' businesses and financial affairs as a result of its representation of the Debtors prior to the Petition Date. Accordingly, the Debtors respectfully submit that Jones Day is well qualified to perform these services and represent the Debtors' interests in these chapter 11 cases.

Compensation and Fee Applications

14. Pursuant to the terms of the Engagement Letter, and subject to the Court's approval of this Application, Jones Day intends to: (a) charge for its legal services on an hourly basis in accordance with the ordinary and customary hourly rates in effect on the date services are rendered; and (b) seek reimbursement of actual and necessary out-of-pocket expenses.⁶

15. Jones Day will be compensated at its standard hourly rates, which are based on the professionals' level of experience. At present, the standard hourly rates charged by Jones Day range as follows:

BILLING CATEGORY	U.S. RANGE
Partners	\$600-\$1,300
Of Counsel	\$600-\$1,100
Counsel	\$600-\$850
Associates	\$325-\$850
Paralegals	\$200-\$400

16. The names, positions, resident offices and current hourly rates of those Jones Day lawyers currently expected to spend significant time on these chapter 11 cases are attached as Schedule 3 to the Lennox Declaration. Based on Jones Day's representations and the Debtors' legal staff's review of standard market legal fees, Jones Day's hourly fees are comparable to those charged by attorneys of similar experience and expertise for engagements of the scope and complexity similar to these chapter 11 cases. Further, Jones Day bankruptcy

⁶ The hourly rates charged by Jones Day professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the specific office in which the professional is resident. Jones Day does not adjust the billing rates of its professionals based on the geographic location of a bankruptcy case or other matter.

professionals are subject to the same client-driven market forces, scrutiny and accountability as its professionals in non-bankruptcy engagements. For all of these reasons, Jones Day's rates are reasonable and favorable to the Debtors' estates.⁷

17. Jones Day will maintain detailed, contemporaneous time records in six-minute intervals and apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any additional procedures that may be established by the Court in these chapter 11 cases.⁸ Jones Day contemplates using the following billing categories, which substantially conform to those categories set forth at section 8(b) of the United States Trustee Guidelines:⁹

CATEGORY	DESCRIPTION
Asset Analysis and Recovery	Includes the identification and review of potential assets, including causes of action belonging to the Debtors' estates and other non-litigation recoveries.
Asset Disposition	Includes transactions related to the sale, lease, abandonment or other disposition of the Debtors' assets.
Assumption and Rejection of Leases and Contracts	Includes (a) contract and lease analysis, (b) matters relating to assumption, assumption and assignment, rejection or recharacterization of executory contracts and unexpired leases, (c) lessor/lessee matters and (d) the preparation of Court filings related to the foregoing.

⁷ Like many of its peer law firms, Jones Day increases the hourly billing rate of attorneys and paraprofessionals periodically in the form of step increases in the ordinary course on the basis of advancing seniority and promotion. The step increases do not constitute "rate increases" (as the term is used in the United States Trustee Guidelines).

⁸ In applying to the Court for payment of compensation and reimbursement of expenses, Jones Day will also make reasonable efforts to comply with the United States Trustee Guidelines.

⁹ Jones Day may, in its discretion and in consultation with the Debtors, determine to create separate categories for certain discrete projects undertaken during these chapter 11 cases.

CATEGORY	DESCRIPTION
Avoidance Action Analysis	Includes the review of potential avoidance actions under sections 544, 545, 546, 547, 548 and 549 of the Bankruptcy Code to determine whether such actions are warranted.
Business Operations	Includes matters related to the Debtors' operations that do not fit within another, more specific matter description, including, but not limited to, issues related to (a) vendors/sourcing, (b) customers, (c) utilities, (d) insurance/surety matters and (e) internal management, processes and controls.
Case Administration	Includes (a) general case administration services, (b) maintenance of case docket, calendar and WIP reports, (c) filing and circulation of papers and (d) preparation and review of other reports, notices and service lists.
Claims Administration and Objections	Includes (a) bar date matters, (b) claims objections and related contested matters and (c) other claims administration activities.
Corporate Governance and Board Matters	Includes (a) preparation for and attendance at meetings of the Debtors' board of directors, (b) analysis and advice regarding transactional, corporate governance and related matters unrelated to the plan of reorganization or disclosure statement process and (c) matters related to requests for the appointment of a trustee or examiner.
Court Hearings	Includes preparation for and attendance at court hearings. <i>If more than one attorney attends a hearing on behalf of the debtors, the time descriptions of each attorney should include sufficient information to justify the need for multiple attorneys at the hearing.</i>
Employee Matters	Includes (a) employee compensation and retiree benefits issues and (b) other employee relations matters.
Employment and Fee Applications	Includes (a) preparation of Jones Day fee applications and the preparation of monthly invoices, (b) preparation of fee applications for other professionals and (c) preparation and/or prosecution of Court filings establishing procedures governing professional retention and compensation.
Employment and Fee Application Objections	Includes the review of, and objections to, the employment and fee applications of other professionals.

CATEGORY	DESCRIPTION
Financing and Cash Collateral	Includes (a) negotiation and documentation of debtor in possession financing and post-confirmation financing, (b) cash collateral issues, (c) analysis of loan documents and (d) related services.
Litigation and Adversary Proceedings	Includes all non-bankruptcy litigation and adversary proceedings (<u>i.e.</u> , actions initiated by a complaint in the Bankruptcy Court), such as (a) avoidable transfer litigation, (b) claims litigation, (c) related pre-litigation matters and (d) all other contested matters that do not fit within another, more specific matter description. Time entries should specifically identify the adversary proceeding or case involved.
Meetings	Includes preparation for, and attendance at, (a) meetings with official committees appointed in the Debtors' chapter 11 cases that do not fit within another, more specific matter description, (b) the section 341 meeting and committee formation meetings, (c) meetings with the Debtors' other professionals (including co-counsel), (d) meetings with individual creditors and (e) meetings with all other interested parties.
Non-Working Travel	Includes all non-working travel time. Because such time is compensable only at a reduced rate, time spent working on substantive matters while travelling should be billed to the appropriate substantive CAM number.
Plan and Disclosure Statement	Includes (a) the formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, confirmation orders and related orders and corporate documentation, (b) research relating thereto, (c) matters related to exclusivity and (d) disbursement and case closing activities.
Real Estate	Review and analysis of real estate matters that do not fit within another, more specific matter description.
Regulatory	Includes matters related to compliance with governmental regulations, including federal and state Surface Mining Control and Reclamation Act matters, related meetings and communications with regulatory agency personnel, interaction with governmental entities and regulatory agencies and contested matters involving government regulatory agencies.
Relief from Stay and Adequate Protection	Includes matters related to (a) the continuation, extension, modification, scope or termination of the automatic stay under section 362 of the Bankruptcy Code, (b) adequate protection under section 361 of the Bankruptcy Code and (c) the effect of the automatic stay on pending matters.

CATEGORY	DESCRIPTION
Reporting	Includes (a) preparation of (i) schedules of assets and liabilities (and amendments thereto), (ii) statements of financial affairs (and amendments thereto), (iii) periodic operating reports and (iv) other accounting or reporting activities and (b) communications with the Office of the United States Trustee for the Eastern District of Missouri (the " <u>United States Trustee</u> ") not within the scope of other matter numbers.
Securities	Includes matters related to any SEC investigations, compliance with applicable SEC rules and regulations, preparation or review of documents to be filed with the SEC and other SEC-related matters.
Tax	Includes (a) all foreign, federal and state income, property, employment, excise and other tax matters, (b) any issues related to the NOL Motion ¹⁰ or (c) any tax advice not specifically related to another matter.
Write-Offs	Write-off of fees and disbursements relating to services rendered in Debtor's chapter 11 case.

18. Furthermore, Jones Day contemplates using the following expense categories: (a) copies; (b) outside printing; (c) telephone; (d) facsimile; (e) online research; (f) delivery services/couriers; (g) postage; (h) local travel; (i) out-of-town travel (including subcategories for transportation, hotel, meals, ground transportation, and other); (j) meals (local); (k) court fees; (l) subpoena fees; (m) witness fees; (n) deposition transcripts; (o) trial transcripts; (p) trial exhibits; (q) litigation support vendors; (r) experts; (s) investigators; (t) arbitrators/mediators; and (u) other.

19. Jones Day will consult with the United States Trustee regarding suggested alterations to these categories, and will seek to coordinate the consistent use of these categories

¹⁰ See Motion of the Debtors, Pursuant to Sections 105(a), 362 and 541 of the Bankruptcy Code, for Entry of Interim and Final Orders: (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities; (II) Establishing a Record Date for Notice and Sell Down Procedures for Trading in Claims Against the Debtors' Estates; and (III) Granting Related Relief (the "NOL Motion"), filed substantially contemporaneously herewith.

among professionals required to file applications for payment of fees and reimbursement of expenses in these cases. In addition, Jones Day understands that interim and final fee awards are subject to approval by this Court.

Disclosure Concerning Disinterestedness

20. The Lennox Declaration, incorporated herein by reference, discloses Jones Day's connections to the Debtors and parties in interest in these cases. In reliance on the Lennox Declaration, and except as set forth therein, the Debtors believe that: (a) Jones Day has no connection with the Debtors, their affiliates, their creditors, the United States Trustee, any person employed in the office of the United States Trustee or any other party with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants; (b) Jones Day is not a creditor, equity security holder or insider of the Debtors; (c) none of Jones Day's lawyers is, or was within two years of the Petition Date, a director, officer or employee of the Debtors; and (d) Jones Day neither holds nor represents an interest materially adverse to the Debtors or their respective estates. Accordingly, the Debtors believe that Jones Day is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

21. In the event that Jones Day's representation of the Debtors in connection with any matter in these chapter 11 cases would result in it becoming adverse to a party in interest that gives rise to a professional conflict, the Debtors shall retain separate counsel to represent their interests with respect to such matter against such party.

Professional Compensation

22. The Debtors paid Jones Day's invoices in the ordinary course of business for services provided to the Debtors during the period beginning in March 2007 (the date Jones

Day first provided services to the Debtors) and continuing for invoices issued through November 2015. On December 3, 2015, the Debtors provided Jones Day with an advance payment of \$500,000 to establish a retainer (as subsequently increased and replenished, the "Retainer") for professional services to be rendered and expenses to be incurred by Jones Day. Subsequent thereto, Jones Day (a) issued invoices to the Debtors reflecting applications of fees and expenses against the Retainer and (b) received funds from the Debtors in replenishment of the Retainer. As of the Petition Date, the balance of the Retainer was \$784,196.32.

23. During the year preceding the Petition Date, Jones Day received payments from the Debtors, including the Retainer and replenishments thereof, totaling \$12,316,255.57 (collectively, the "Prepetition Payments"). The Prepetition Payments reflect the payment of (a) certain actual fees and expenses through April 11, 2016 and (b) unbilled, anticipated and/or estimated fees and expenses through the Petition Date.¹¹

24. Jones Day has informed the Debtors that, as promptly as practicable after all fees and charges accrued prior to the Petition Date have finally been posted within the Firm's computerized billing system, Jones Day will issue a final detailed billing statement for any fees, charges and disbursements for the period prior to the Petition Date (the "Final Prepetition Bill") to the Debtors' computerized billing system. If the Prepetition Payments exceed Jones Day's actual fees and expenses for the applicable invoice period (as set forth on the Final Prepetition Bill), Jones Day will (a) reconcile the Final Prepetition Bill with the Retainer to pay its prepetition invoices and (b) any excess amount will continue to be held in the Retainer. If the Prepetition Payments are less than Jones Day's actual fees and expenses for the applicable

¹¹ \$264,418 of the Prepetition Payments received from the Debtors constituted an advance payment of the \$1,717 fee to be paid in connection with the filing of each of the 154 Debtors' chapter 11 petitions.

invoice period (as set forth on the Final Prepetition Bill), then, subject to any orders of the Court, Jones Day will (a) reconcile the Final Prepetition Bill with the Retainer to pay its prepetition invoices (to the extent funds are available in the Retainer) and (b) write off any fees and expenses set forth in the Final Prepetition Bill in excess of the amount of the Retainer. Jones Day expects to: (a) complete its reconciliation of prepetition fees and expenses actually incurred through the Petition Date no later than the filing of its first interim fee application in these cases; (b) make a corresponding adjustment to the amount of the Retainer on or about that date; and (c) disclose such adjustment in its first interim fee application. Upon the conclusion of Jones Day's representation of the Debtors (or as otherwise directed by the Court), Jones Day will apply any remaining portion of the Retainer against any unpaid fees or unreimbursed disbursements, with any unapplied portion of the Retainer to be promptly returned to the Debtors.

Basis for Relief Requested

25. Under section 327(a) of the Bankruptcy Code, a debtor in possession is authorized to employ professional persons "that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out [its] duties under [the Bankruptcy Code]." 11 U.S.C. § 327(a).¹² Section 1107(b) of the Bankruptcy Code elaborates upon sections 101(14) and 327(a) of the Bankruptcy Code in

¹² Section 101(14) of the Bankruptcy Code defines the phrase "disinterested person" as:
a person that –

- (A) is not a creditor, an equity security holder, or an insider;
- (B) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and
- (C) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

cases under chapter 11 of the Bankruptcy Code and provides that "a person is not disqualified for employment under section 327 of [the Bankruptcy Code] by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case." 11 U.S.C. § 1107(b).

26. As required by Section 329(a) of the Bankruptcy Code,¹³ Bankruptcy Rule 2014(a)¹⁴ and Local Bankruptcy Rules 2014(A)¹⁵ and 2016-1,¹⁶ the above-described facts set

¹³ Section 329(a) of the Bankruptcy Code provides as follows:

Any attorney representing a debtor in a case under this title, or in connection with such a case, whether or not such attorney applies for compensation under this title, shall file with the court a statement of the compensation paid or agreed to be paid, if such payment or agreement was made after one year before the date of the filing of the petition, for services rendered or to be rendered in contemplation of or in connection with the case by such attorney, and the source of such compensation.

11 U.S.C. § 329(a). This information is set forth in the Lennox Declaration attached hereto as Exhibit B.

¹⁴ Bankruptcy Rule 2014(a) provides that an application seeking the employment of professional persons pursuant to section 327 of the Bankruptcy Code:

shall state the specific facts showing the necessity for the employment, the name of the person to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the person's connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee. The application shall be accompanied by a verified statement of the person to be employed setting forth the person's connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

¹⁵ Local Bankruptcy Rule 2014(A) requires a party seeking an order authorizing its retention in a chapter 11 case to meet the requirements of Bankruptcy Rule 2014. The application must disclose any prepetition retainer arrangement and shall be served on: (a) all entities filing a request for notice; (b) other counsel of record; (c) the case trustee; (d) the United States Trustee; and (e) any committees. Local R. Bankr. P. 2014(A).

¹⁶ Local Bankruptcy Rule 2016-1(A) provides, *inter alia*, that "[p]ursuant to Bankruptcy Code § 329 and Fed. R. Bankr. P. 2016(b), an attorney representing a debtor in a case under any chapter shall file with the petition a statement disclosing compensation paid or agreed to be paid to such attorney for services in contemplation of or in connection with the case. Counsel shall serve the disclosure on the Trustee and United States Trustee Until a case is closed, a supplemental fee disclosure statement shall be filed and served as required in this Rule either no later than 14 days after any payment not previously disclosed in a

forth in the application and the information in the Exhibits attached hereto set forth: (a) the specific facts showing the necessity for Jones Day's employment; (b) the reasons for the Debtors' selection of Jones Day as their counsel in connection with these chapter 11 cases; (c) the professional services proposed to be provided by Jones Day; (d) the arrangement between the Debtors and Jones Day with respect to Jones Day's compensation, including information on retainers and hourly fees and the reasonableness thereof; and (e) to the best of the Debtors' knowledge, the extent of Jones Day's connections, if any, to certain parties in interest in these matters. Accordingly, Jones Day's retention by the Debtors should be approved.

Notice

27. Notice of this Motion has been given to: (a) Davis Polk & Wardwell LLP and Bryan Cave LLP as counsel to Citibank, N.A. as Administrative Agent for the First Lien Secured Credit Facility and the Debtors' proposed debtor in possession secured credit facility; (b) Brown Rudnick LLP, as counsel to Wilmington Savings Fund Society, FSB as prospective trustee and collateral agent for the Secured Second Lien Notes; (c) Foley & Lardner LLP, as counsel to Wilmington Trust Company as prospective Indenture Trustee for the Unsecured Notes;¹⁷ (d) Robinson & Cole LLP, as counsel to U.S. Bank as resigning trustee and collateral

(continued...)

properly filed Disclosure of Compensation for Attorney for Debtor pursuant to Fed. Bankr. P. 2016(b), or no later than 14 days after the agreement for such payment." Local R. Bankr. P. 2016-1(A).

¹⁷ These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; and the (iv) 7.875% Senior Notes due November 2026.

agent for the Second Lien Notes, the Unsecured Notes and the Convertible Notes;¹⁸ (e) counsel to any ad hoc committees; (f) the Debtors' 50 largest unsecured creditors; (g) Mayer Brown LLP, as counsel to PNC Bank, N.A., as Administrator under the Debtors' prepetition accounts receivable securitization facility; (h) the United Mine Workers of America; (i) the Office of the United States Trustee for the Eastern District of Missouri; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the United States Department of the Interior; (m) the United States Department of Labor; (n) the United States Attorney's Office for the Eastern District of Missouri; and (o) Pension Benefit Guaranty Corporation (collectively, the "Notice Parties"). In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

No Prior Request

28. No prior request for the relief sought in this Application has been made to this or any other Court in connection with these chapter 11 cases.

¹⁸

These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; (iv) 7.875% Senior Notes due November 2026; and the (v) Convertible Junior Subordinated Debentures due December 2066.

WHEREFORE, the Debtors respectfully request that the Court: (i) enter an order, substantially in the form submitted to the Court, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: April 13, 2016
St. Louis, Missouri

Respectfully submitted,

Peabody Energy Corporation, et al
Debtors and Debtors in Possession

/s/ A. Verona Dorch

A. Verona Dorch
Executive Vice President Law, Chief Legal
Officer, Government Affairs and Corporate
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*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Debtors' Declaration

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,
Debtors.

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

DECLARATION OF A. VERONA DORCH

Pursuant to Section D of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, issued by the Executive Office for United States Trustees (the "United States Trustee Guidelines"), I, A. Verona Dorch, hereby declare, under penalty of perjury, as follows:

1. I am older than 21 years of age and suffer no legal disability. I am competent to make this Declaration.
2. My testimony herein is based upon my personal knowledge, unless stated otherwise.
3. If called to testify, I could and would testify to the matters stated herein.
4. I make this declaration under 28 U.S.C. § 1746 for all permissible purposes under applicable rules of evidence and procedure, in support of the Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014(A) and 2016-1,

for an Order Authorizing Debtors to Retain and Employ Jones Day as Counsel, Effective as of the Petition Date (the "Application").¹

5. Although Jones Day professionals assisted in the preparation of this declaration on my behalf, they did so according to my express instructions and using information provided by me and my staff specific to the Debtors' decision to retain Jones Day as counsel in these chapter 11 cases.

6. I am currently Executive Vice President Law, Chief Legal Officer, Government Affairs and Corporate Secretary of Peabody Energy Corporation ("PEC"), where I have been employed since August 2015.

7. In my current capacity, I am familiar with all aspects of the Debtors' decision to retain and employ Jones Day as counsel with respect to these chapter 11 cases. In addition, I generally am responsible for, among other things, supervising outside counsel for all of the Debtors and monitoring and controlling legal costs.

The Debtors' Selection of Jones Day

8. Jones Day has provided services to the Debtors since approximately March 2007. Once the Debtors determined that they had the need for restructuring advice and counsel, based on prior experience with Jones Day restructuring attorneys who represented the Debtors in both chapter 11 cases of Patriot Coal Corporation, they decided to engage Jones Day for their own process. Since approximately March 2007, Jones Day has provided counsel to the Debtors, including protecting the Debtors' interests in both Patriot Coal Corporation bankruptcies, assisting the Debtors in their negotiations with lenders and other parties and preparing for the filing of these chapter 11 cases.

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

9. The Debtors believe that this prior representation has permitted Jones Day to become intimately familiar with the Debtors' businesses and capital and corporate structure, as well as with the Debtors' management team and key creditor constituencies. Moreover, at the time of the Debtors' engagement of Jones Day, the Debtors were aware that Jones Day has extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. Given these facts, the Debtors determined that Jones Day is well qualified to represent the Debtors in connection with any potential bankruptcy proceedings, and the Debtors did not interview any other firms to serve as their bankruptcy counsel.

Rate Structure

10. The Debtors and Jones Day agreed that Jones Day's standard fees would apply to this engagement. Having previously reviewed invoices from other large law firms and invoices submitted from Jones Day, legal staff, at my direction, confirmed that the rates being charged by Jones Day in connection with this representation are within the range typically charged by similar firms.

11. The Debtors have approved a budget and staffing plan (the "Budget and Staffing Plan") for the first three months of these chapter 11 cases, recognizing that in the course of large chapter 11 cases like these, it is possible that there may be a number of unforeseen matters that will need to be addressed by the Debtors and Jones Day leading to the incurrence of additional fees and expenses beyond those set forth in the Budget and Staffing Plan. As these chapter 11 cases continue to develop, the Debtors and Jones Day will work together to revise the Budget and Staffing Plan as needed. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11

cases. The Debtors will continue to review the invoices that Jones Day regularly submits, and, together with Jones Day, amend the Budget and Staffing Plan periodically as the case develops.

Cost Supervision

12. As they did prepetition, the Debtors will continue to closely supervise the fee and expense reimbursement process. Jones Day's fees and expenses will be subject to review, comment and objection (if warranted), and court approval pursuant to interim compensation procedures that provide for the interim allowance and payment of fees and expenses during the course of these chapter 11 cases. It is my understanding that Jones Day's fees and expenses will be subject to review on a monthly, interim and final basis during the course of these chapter 11 cases by the U.S. Trustee, any official committee and the Court, as well as by the Debtors.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 13, 2016

/s/ A. Verona Dorch
A. Verona Dorch
Executive Vice President Law, Chief Legal
Officer, Government Affairs and Corporate
Secretary
Peabody Energy Corporation

Exhibit B

Lennox Declaration

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,
Debtors.

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

DECLARATION OF HEATHER LENNOX

Pursuant to Bankruptcy Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2014(A) and 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the "Local Bankruptcy Rules"), I, Heather Lennox, declare:

1. I am an attorney at law admitted and in good standing to practice in (a) the States of Ohio and New York, (b) the United States Court of Appeals for the Sixth Circuit and (c) the United States District Courts for the Northern and Southern Districts of Ohio, the Southern and Eastern Districts of New York and the Eastern District of Michigan. A motion to appear *pro hac vice* before this Court has been filed on my behalf.

2. I am a partner of the law firm of Jones Day and am duly authorized to make this Declaration on behalf of Jones Day. I make this Declaration in support of the Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules

2014(A) and 2016-1, for an Order Authorizing Debtors to Retain and Employ Jones Day as Counsel, Effective as of the Petition Date (the "Application").¹

3. The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

Jones Day's Qualifications

4. Jones Day is qualified to serve as the Debtors' counsel in these chapter 11 cases. Jones Day is one of the largest law firms in the world, with a national and international practice, and has substantial experience in virtually all aspects of the law that may potentially arise in these chapter 11 cases, including bankruptcy, environmental, government regulation, corporate, employee benefits, finance, labor and employment, litigation, mergers and acquisitions, real estate and tax expertise.

5. Jones Day's restructuring practice group consists of approximately 70 attorneys practicing in offices throughout the United States and overseas. Jones Day's restructuring lawyers have played significant roles in a wide array of chapter 11 cases, including those of Allegheny Health, Education and Research Foundation; Alpha Natural Resources, Inc.; American Apparel, Inc.; Borden Chemicals and Plastics Operating Limited Partnership; Boscov's, Inc.; Burlington Industries, Inc.; Calpine Corporation; Chrysler LLC; Cone Mills Corporation; Dana Corporation; Enron Corporation; Federated Department Stores, Inc.; FLYi, Inc.; Fresh & Easy Neighborhood Market Inc.; Great American Communications Company; Harry & David Holdings, Inc.; Hostess Brands, Inc.; Kaiser Aluminum Corporation; Kmart Corporation; Laidlaw Inc.; Lehman Brothers Holdings Inc.; Levitz Home Furnishings, Inc.; Loewen Group International, Inc.; LTV Steel Company, Inc.; Metaldyne Corporation; Molycorp,

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

Inc.; National Century Financial Enterprises, Inc.; NationsRent, Inc.; NII Holdings, Inc.; Oglebay Norton Company; Olympia & York Developments Limited; Pillowtex, Inc.; RadioShack Corporation; R.H. Macy & Co., Inc.; USG Corporation; and WHX Corporation.

6. Jones Day also is familiar with the Debtors' businesses and financial affairs. Prior to the commencement of these cases, Jones Day assisted the Debtors with, among other things, protecting the Debtors' interests in both Patriot Coal Corporation bankruptcies, their negotiations with lenders and other parties and preparing for the filing of these chapter 11 cases. In these matters, Jones Day's professionals have worked closely with the Debtors' management and other professionals and, as a result, have become well acquainted with the Debtors' history, business operations, capital and corporate structure and related matters. Accordingly, Jones Day has developed substantial knowledge regarding the Debtors that will result in effective and efficient services in these chapter 11 cases.

Services to Be Provided by Jones Day

7. The Debtors have requested that Jones Day render, to the extent necessary, the following legal services in connection with these chapter 11 cases:

- (a) advise the Debtors of their rights, powers and duties as debtors and debtors in possession continuing to operate and manage their respective businesses and properties under chapter 11 of the Bankruptcy Code;
- (b) prepare on behalf of the Debtors all necessary and appropriate applications, motions, proposed orders, other pleadings, notices, schedules and other documents, and review all financial and other reports to be filed in these chapter 11 cases;
- (c) advise the Debtors concerning, and prepare responses to, applications, motions, other pleadings, notices and other papers that may be filed by other parties in these chapter 11 cases and appear on behalf of the Debtors in any hearings or other proceedings relating to those matters;

- (d) review the nature and validity of any liens asserted against the Debtors' property and advise the Debtors concerning the enforceability of such liens;
- (e) advise the Debtors regarding their ability to initiate actions to collect and recover property for the benefit of their estates;
- (f) to the extent required by the Debtors, advise and assist the Debtors in connection with certain asset dispositions;
- (g) to the extent required by the Debtors, advise and assist the Debtors with respect to certain employment-related issues;
- (h) to the extent required by the Debtors, advise and assist the Debtors with respect to certain issues relating to environmental law and government regulations;
- (i) advise and assist the Debtors in negotiations with the Debtors' debt holders and other stakeholders;
- (j) advise the Debtors concerning executory contract and unexpired lease assumptions, assignments and rejections;
- (k) advise the Debtors in connection with the formulation, negotiation and promulgation of any plan or plans of reorganization, and related transactional documents;
- (l) assist the Debtors in reviewing, estimating and resolving claims asserted against the Debtors' estates;
- (m) advise and assist the Debtors in connection with any proposed or approved debtor-in-possession financing and/or exit financing;
- (n) to the extent required by the Debtors, commence and conduct certain litigation that is necessary and appropriate to assert rights held by the Debtors, protect assets of the Debtors' chapter 11 estates or otherwise further the goal of completing the Debtors' successful reorganization;
- (o) provide other services for the Debtors to the extent requested by the Debtors; and
- (p) perform all other necessary and appropriate legal services in connection with these chapter 11 cases for or on behalf of the Debtors.

Compensation and Fee Applications

8. Pursuant to the terms of the Engagement Letter, and subject to the Court's approval of the Application, Jones Day intends to: (a) charge for its legal services on an hourly basis in accordance with the ordinary and customary hourly rates in effect on the date services are rendered; and (b) seek reimbursement of actual and necessary out-of-pocket expenses.²

9. Jones Day will be compensated at its standard hourly rates, which are based on the professionals' level of experience. At present, the standard hourly rates charged by Jones Day range as follows:

BILLING CATEGORY	U.S. RANGE
Partners	\$600-\$1,300
Of Counsel	\$600-\$1,100
Counsel	\$600-\$850
Associates	\$325-\$850
Paralegals	\$200-\$400

10. The names, positions, resident offices and current hourly rates of those Jones Day lawyers currently expected to spend significant time on these chapter 11 cases are attached as Schedule 3 hereto. Jones Day's hourly fees are comparable to those charged by attorneys of similar experience and expertise for engagements of scope and complexity similar to these chapter 11 cases. Further, I believe that Jones Day bankruptcy professionals are subject to the same client-driven market forces, scrutiny and accountability as its professionals in

² The hourly rates charged by Jones Day professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the specific office in which the professional is resident. Jones Day does not adjust the billing rates of its professionals based on the geographic location of a bankruptcy case or other matter.

non-bankruptcy engagements. For all of these reasons, Jones Day's rates are reasonable and favorable to the Debtors' estates.³

11. Jones Day will maintain detailed, contemporaneous time records in six-minute intervals and apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any additional procedures that may be established by the Court in these chapter 11 cases.⁴ In addition, Jones Day understands that interim and final fee awards are subject to approval by this Court.

Disclosure Concerning Disinterestedness

12. The Debtors have provided Jones Day with a list of the names (collectively, the "Interested Parties") of individuals or institutions in the following categories: (a) Debtors and Debtors' affiliates; (b) non-filing companies and affiliates; (c) Debtors' directors, officers and management; (d) major equity holders; (e) Debtors' professionals; (f) parties in significant litigation with the Debtors; (g) landlords; (h) major customers; (i) indenture/administrative trustees; (j) major equipment lessors; (k) parties to significant executory contracts with the Debtors; (l) insurers/insurance brokers; (m) premium financing companies; (n) principal trade vendors; (o) major utilities; (p) accounts receivable securitization facility lenders; (q) union; (r) environmental regulatory agencies and reclamation bonding entities; (s) other governmental entities; (t) secured lenders; (u) unsecured lenders; and

³ Like many of its peer law firms, Jones Day increases the hourly billing rate of attorneys and paraprofessionals periodically in the form of step increases in the ordinary course on the basis of advancing seniority and promotion. The step increases do not constitute "rate increases" (as the term is used in the United States Trustee Guidelines).

⁴ In applying to the Court for payment of compensation and reimbursement of expenses, Jones Day will also make reasonable efforts to comply with the United States Trustee Guidelines.

(v) known advisors for secured and unsecured lenders. We also have considered publicly available information identifying (a) bankruptcy judges for the Eastern District of Missouri; and (b) attorneys for the United States Trustee's office for the Eastern District of Missouri. The identities of the Interested Parties are set forth on Schedule 1 hereto.

13. To check and clear potential conflicts of interest in these cases, as well as to determine all "connections" (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee or any person employed in the office of the United States Trustee, Jones Day researched its client database for the past two years to determine whether it had any relationships with the Interested Parties. For purposes of this Declaration, Jones Day began running conflict checks on the parties in interest in February 2016 and continued to run conflict checks thereafter as new parties in interest were identified. To the extent that Jones Day's research of its relationships with the Interested Parties indicates that Jones Day has represented in the past two years, or currently represents, any of these entities in matters unrelated to these chapter 11 cases, the identities of these entities and such entities' relationship to the Debtors and connection to Jones Day are set forth in Schedule 2 hereto.

14. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Jones Day nor any partner, associate or other professional thereof has any connection with the Debtors, their creditors, the United States Trustee or any other party with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants, except as set forth below and in Schedule 2 hereto.

15. Mark Lentz, an associate in the Business & Tort Litigation Group in Jones Day's Washington D.C. office, is the son of Henry E. Lentz, Jr. — a member of Debtor PEC's Board of

Directors. Mark Lentz joined Jones Day in October 2009. Mark Lentz has not performed any services for the Debtors prepetition, and he will not perform any services for the Debtors postpetition. In addition, he has been formally screened from all matters involving the Debtors.

16. Roger Dobson, a partner in the Business Reorganization & Restructuring Group in Jones Day's Sydney office, previously engaged, at his prior firm, in a representation that was at the time adverse to the Debtors. Mr. Dobson joined Jones Day in February 2016. Mr. Dobson has not performed any services for the Debtors prepetition, and he will not perform any services for the Debtors postpetition. In addition, he has been formally screened from all matters involving the Debtors.

17. Jones Day does not and will not represent any entity other than the Debtors in these chapter 11 cases.

18. Prior to the Petition Date, Jones Day performed certain legal services for certain of the Debtors, as described herein and in the Application. After the completion of any necessary adjustments to the amount and application of the Retainer proceeds, the Debtors will not owe Jones Day any amount for services performed prior to the Petition Date. Jones Day has more than 2,500 attorneys in 43 offices around the world. It is possible that certain Jones Day attorneys or employees hold interests in mutual funds or other investment vehicles that may own the Debtors' securities or the securities of entities that own the Debtors' securities.

Jones Day Is a Disinterested Person

19. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, Jones Day is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code, in that: (a) Jones Day has no connection with the Debtors, their creditors, the United

States Trustee, any person employed in the office of the United States Trustee or any other party with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants, except as set forth herein; (b) Jones Day is not a creditor, equity security holder or insider of the Debtors; (c) no Jones Day partner, associate or other professional is, or was within two years of the Petition Date, a director, officer or employee of the Debtors; and (d) Jones Day neither holds nor represents an interest materially adverse to the Debtors or their estates.

20. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with thousands of creditors and other relationships, and because Jones Day is an international firm with more than 2,500 attorneys in 43 offices, Jones Day is unable to state with certainty that every client representation or other connection of Jones Day has been disclosed. In this regard, if Jones Day discovers additional information that requires disclosure, Jones Day will file supplemental disclosures with the Court.

21. In the event that Jones Day's representation of the Debtors in connection with any matter in these chapter 11 cases would result in it becoming adverse to a party in interest that gives rise to a professional conflict, the Debtors will utilize separate counsel to represent their interests with respect to such matter against such party.

Statement Regarding United States Trustee Guidelines

22. Jones Day intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. As it has done in connection with the Application, Jones Day also intends to make a reasonable effort to comply

with the United States Trustee's requests for information and additional disclosures as set forth in the United States Trustee Guidelines in connection with the interim and final fee applications to be filed by Jones Day in these chapter 11 cases.

23. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the United States Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No. The hourly rates Jones Day will bill for this engagement are consistent with the rates that Jones Day charges other comparable chapter 11 clients, and the rate structure provided by Jones Day is appropriate and is not significantly different from (a) the rates that Jones Day charges in other non-bankruptcy representations or (b) the rates of other comparably skilled professionals for similar engagements.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: As disclosed above, Jones Day represented the Debtors during the 12 month period prior to the Petition Date. During that period, Jones Day charged the Debtors its standard rates. The material financial terms of the Debtors' engagement of Jones Day – including the hourly rates charged by Jones Day – have not changed postpetition.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: In connection with these chapter 11 cases, Jones Day and the Debtors developed a budget and staffing plan that reflects

(a) the estimated number of hours and amount of fees that Jones Day will expend on the Debtors' chapter 11 cases during the first three months after the Petition Date and (b) the estimated type and number of Jones Day professionals and paraprofessionals needed to successfully represent the Debtors during the first three months after the Petition Date (the "Budget and Staffing Plan"). The Debtors approved the Budget and Staffing Plan. The Debtors recognize, however, that in the course of large chapter 11 cases such as these, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Jones Day. As these chapter 11 cases continue to develop, the Debtors and Jones Day will work together to revise the Budget and Staffing Plan as needed.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 13, 2016

/s/ Heather Lennox
Heather Lennox (*pro hac vice* pending)
Jones Day
North Point
901 Lakeside Avenue
Cleveland, OH 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com

Schedule 1

Interested Parties

Interested Parties

Debtors and Debtors' Affiliates

American Land Development, LLC
American Land Holdings of Colorado, LLC
American Land Holdings of Illinois, LLC
American Land Holdings of Indiana, LLC
American Land Holdings of Kentucky, LLC
American Land Holdings of New Mexico, LLC
American Land Holdings of West Virginia, LLC
Arid Operations Inc.
Big Ridge, Inc.
Big Sky Coal Company
Black Hills Mining Company, LLC
BTU Western Resources, Inc.
Caballo Grande, LLC
Caseyville Dock Company, LLC
Central States Coal Reserves of Illinois, LLC
Central States Coal Reserves of Indiana, LLC
Century Mineral Resources, Inc.
Coal Reserve Holding Limited Liability
Company No. 1
COALSALES II, LLC
Colorado Yampa Coal Company, LLC
Conservancy Resources, LLC
Cottonwood Land Company
Cyprus Creek Land Company
Cyprus Creek Land Resources, LLC
Dyson Creek Coal Company, LLC
Dyson Creek Mining Company, LLC
El Segundo Coal Company, LLC
Empire Land Holdings, LLC
Falcon Coal Company, LLC
Four Star Holdings, LLC
Francisco Equipment Company, LLC
Francisco Land Holdings Company, LLC
Francisco Mining, LLC
Gallo Finance Company, LLC
Gold Fields Chile, LLC
Gold Fields Mining LLC
Gold Fields Ortiz, LLC
Hayden Gulch Terminal, LLC
Highwall Mining Services Company
Hillside Recreational Lands, LLC
HMC Mining, LLC
Illinois Land Holdings, LLC
Independence Material Handling, LLC
James River Coal Terminal, LLC
Juniper Coal Company, LLC
Kayenta Mobile Home Park, Inc.
Kentucky Syngas, LLC
Kentucky United Coal, LLC
Lively Grove Energy Partners, LLC

Lively Grove Energy, LLC
Marigold Electricity, LLC
Midco Supply and Equipment Corporation
Midwest Coal Acquisition Corporation
Midwest Coal Reserves of Illinois, LLC
Midwest Coal Reserves of Indiana, LLC
Midwest Coal Reserves of Kentucky, LLC
Moffat County Mining, LLC
Mustang Energy Company, LLC
New Mexico Coal Resources, LLC
NM Equipment Company, LLC
Pacific Export Resources, LLC
Peabody America, LLC
Peabody Archveyor, LLC
Peabody Arclar Mining, LLC
Peabody Asset Holdings, LLC
Peabody Bear Run Mining, LLC
Peabody Bear Run Services, LLC
Peabody Caballo Mining, LLC
Peabody Cardinal Gasification, LLC
Peabody China, LLC
Peabody Coalsales, LLC
Peabody COALTRADE International (CTI), LLC
Peabody COALTRADE, LLC
Peabody Colorado Operations, LLC
Peabody Colorado Services, LLC
Peabody Coulterville Mining, LLC
Peabody Development Company, LLC
Peabody Electricity, LLC
Peabody Employment Services, LLC
Peabody Energy Corporation
Peabody Energy Generation Holding Company
Peabody Energy Investments, Inc.
Peabody Energy Solutions, Inc.
Peabody Gateway North Mining, LLC
Peabody Gateway Services, LLC
Peabody Holding Company, LLC
Peabody Holdings (Gibraltar) Limited
Peabody IC Funding Corporation
Peabody IC Holdings, LLC
Peabody Illinois Services, LLC
Peabody Indiana Services, LLC
Peabody International Investments, Inc.
Peabody International Services, Inc.
Peabody Investments Corporation
Peabody Magnolia Grove Holdings, LLC
Peabody Midwest Management Services, LLC
Peabody Midwest Mining, LLC
Peabody Midwest Operations LLC
Peabody Midwest Services, LLC
Peabody Mongolia, LLC
Peabody Natural Gas, LLC

Peabody Natural Resources Company
Peabody New Mexico Services, LLC
Peabody Operations Holding, LLC
Peabody Powder River Mining, LLC
Peabody Powder River Operations, LLC
Peabody Powder River Services, LLC
Peabody PowerTree Investments LLC
Peabody Recreational Lands, LLC
Peabody Rocky Mountain Management Services, LLC
Peabody Rocky Mountain Services, LLC
Peabody Sage Creek Mining, LLC
Peabody School Creek Mining, LLC
Peabody Services Holding, LLC
Peabody Southwest, LLC
Peabody Southwestern Coal Company, LLC
Peabody Terminal Holding Company LLC
Peabody Terminals, LLC
Peabody Trout Creek Reservoir LLC
Peabody Twentymile Mining, LLC
Peabody Venezuela Coal Corporation
Peabody Venture Fund, LLC
Peabody Western Coal Company
Peabody Wild Boar Mining, LLC
Peabody Wild Boar Services, LLC
Peabody Williams Fork Mining, LLC
Peabody Wyoming Gas, LLC
Peabody Wyoming Services, LLC
Peabody-Waterside Development, LLC
PEC Equipment Company, LLC
PG Investments Six L.L.C.
Point Pleasant Dock Company, LLC
Pond River Land Company
Porcupine Production, LLC
Porcupine Transportation, LLC
Riverview Terminal Company
Sage Creek Holdings, LLC
Sage Creek Land & Reserves, LLC
School Creek Coal Resources, LLC
Seneca Coal Company, LLC
Seneca Property, LLC
Shoshone Coal Corporation
Southwest Coal Holdings, LLC
Star Lake Energy Company, LLC
Sugar Camp Properties, LLC
Thoroughbred Generating Company, LLC
Thoroughbred Mining Company LLC
Twentymile Coal, LLC
Twentymile Equipment Company, LLC
Twentymile Holdings, LLC
United Minerals Company, LLC
West Roundup Resources, LLC
Wild Boar Equipment Company, LLC
Wild Boar Land Holdings Company, LLC

Non-Filing Companies and Affiliates

9 East Shipping (Asia) Pte. Lt
9 East Shipping Ltd.
Bowen Basin Coal JV
BTU International BV
Burton Coal JV
Capricorn JV
Carbones Del Guasare, S.A.
Carbones Peabody De Venezuela
Cardinal Gasification Center, LLC
CL Power Sales Eight, LLC
Complejo Siderurgico Del Lago, C.A.
Conexcel #1 Pty Ltd.
Coppabella and Moorvale JV
Dalrymple Bay Coal Terminal Pty Ltd.
Desarrollos Venshelf IV, C.A.
Dominion Terminal Associates
Econo-Power International Corporation
Excel Equities International
Excelven Pty Ltd.
FutureGen Industrial Alliance, Inc.
Global Center For Energy And Human Development,
LLC
Gravimag LLC
Great Point Energy, Inc.
Green Gen Company Limited (China)
Guaniamo Mining Corporation
Half-Tide Marine Pty Ltd.
Helensburgh Coal Pty Ltd.
Hunter Valley Coal Chain Coordinator Limited
Integrated Logistics Company Pty Ltd.
Islands of Waterside Homebuilding, LLC
Islands of Waterside, LLC
LRCS Limited Partnership
Mega Uranium Ltd.
Metropolitan Collieries Pty L
Middlemount Coal Pty Ltd.
Middlemount Mine Management Pty Ltd.
Millenium Coal Pty Ltd.
Monto Coal 2 Pty Ltd.
Monto Coal JV
Moorvale West JV
Mount Thorley Coal Loading Pty Ltd.
MUC Resources LLC
NCIG Holdings Pty Ltd.
Newcastle Coal Infrastructure Group Pty Ltd.
Newcastle Coal Shippers Pty Ltd.
Newhall Funding Company
North Goonyella Coal Mines Pty
North Goonyella Joint Venture
North Queensland Coal Terminal Pty. Ltd.
North Wambo Pty Ltd.
Olive Downs South JV
P&L Receivables Co., LLC
Pbdy Budjero Pty Ltd
Pbdy Energy Au PCI (C&M Equip)
Pbdy Energy Au PCI (C&M Mgmt)

Pbdy Energy Au PCI Berrigurra
Pbdy Energy Au PCI Equip Pty L
Pbdy Energy Au PCI Exploration
Pbdy Energy Au PCI Mgmt Pty Lt
Pbdy Energy Au PCI Mine Mgmt P
Pbdy Energy Au PCI Rush Pty Lt
Pbdy Inv Dev Bus Svc Beijing
Pbdy Inv Dev Bus Svc Urumqi
Peabody (Bowen) Pty Ltd.
Peabody (Burton Coal) PTY LTD
Peabody (Kogan Creek) Pty Ltd.
Peabody (Wilkie Creek) Pty Ltd.
Peabody Acquisition Co. No. 2 Pty
Peabody Acquisition Co. No. 5 Pty
Peabody Acquisition Cooperatie
Peabody AMBV₂ BV
Peabody Australia Holdco Pty L
Peabody Australia Intermediate
Peabody Australia Mining Pty L
Peabody BB Interests Pty Ltd.
Peabody Bistrotel Pty Ltd.
Peabody Budjero Pty Ltd.
Peabody Capricorn Pty Ltd.
Peabody CHPP, LLC
Peabody Coal Venezuela Ltd.
Peabody COALSALES Australia Pty Ltd.
Peabody COALTRADE Asia Pvt Lt
Peabody COALTRADE AU
Peabody COALTRADE GmbH
Peabody Coaltrade India Pvt Lt
Peabody COALTRADE International, Ltd.
Peabody COALTRADE Pacific Pte
Peabody Coppabella Pty Ltd
Peabody Custom Mining Pty Ltd
Peabody Investment & Development Business Services
Beijing Co (China)
Peabody Energy (Botswana) (Proprietary) Limited
Peabody Energy (Gibraltar) Ltd.
Peabody Energy Au PCI Pty Ltd
Peabody Energy Aust Coal
Peabody Energy Australia PCI Financing Pty Ltd.
Peabody Energy Australia PTY L
Peabody Energy Australia PCI Exploration Pty Ltd.
Peabody Energy Australia PCI Financing Pty Ltd.
Peabody Energy Finance Pty Ltd.
Peabody Global Services Pte. L
Peabody Gobi LLC
Peabody Investments Holland B.V.
Peabody Int'l. (Gibraltar) Ltd
Peabody Investments (Gibraltar)
Peabody MCC (Gibraltar) Ltd
Peabody MCC Holdco Pty
Peabody Mining (Gibraltar) Ltd
Peabody Mining Services (Indonesia)
Peabody Monto Pty Ltd
Peabody Moorvale Pty Ltd

Peabody Moorvale West Pty Ltd
Peabody Mozambique Limitada
Peabody Netherlands Holding BV
Peabody Olive Downs Pty Ltd
Peabody Pastoral Holdings PTY
Peabody West Burton Pty Ltd
Peabody West Rolleston Pty Ltd
Peabody West Walker Pty Ltd
Peabody-Winsway Resources BV
Peabody-Winsway Resources LLC
PEAMCoal Holdings Pty Ltd
PEAMCoal Pty Ltd
Port Kembla Coal Terminal Limited
PowerTree Carbon Company, LLC
Prairie State Energy Campus
PT Peabody COALTRADE Indonesia
PT Peabody Mining Services
Red Mountain JV
Ribfield Pty Ltd.
Seaham No. 4 Colliery Pty Ltd.
Sterling Centennial MO Ins Co
Survant Mining Company, LLC
Transportes Coal Sea de Venezuela, C.A.
Venshelf IV, C.A.
West Rolleston JV
West Walker JV
Wambo Coal Pty Ltd.
Wambo Coal Terminal PL
Wambo Open Cut Pty Ltd.
West/North Burton JV
WICET Holdings Pty Ltd.
Wilpinjong Coal Pty Ltd.
Wyoming Quality Healthcare Coalition, LLC

Debtors' Directors, Officers and Management

A. Verona Dorch
Alice Tharenos
Allen T. Capdeboscq
Amy B. Schwetz
Audry P. Rappleyea
Barbara E. Busby
Beth C. Sutton
Bradley E. Phillips
Brandon Risner
Brian R. Cropper
Bryan A. Galli
Bryce G. West
Charles F. Meintjes
Charles R. Otec
Charles R. Tilly
Chino Kim
Christina R. Lorents
Christopher S. Walker
Christopher W. Wittenauer
Creston P. Ragan

Daniel J. Applebaum
Darral G. Heaton
David A. James
David Richard Leslie Barham
Douglas D. Loucks
Donald S. Pearson
Drew W. Kimery
Emmanuel Jason Davis
Eric J. Baltz
Gary J. Wilhelm
Gary T. Kacich
Gene Koch
Glenn L. Kellow
Gregory P. Vandiver
H. E. Lentz
Heather A. Wilson
Jacob A. Williams
James Marchino
James A. Tichenor
Jason H. Pello
Jay Honse
Jeffrey A. Maher
John F. Turner
John R. Schwartz
John S. Yaeger
Joshua J. Price
Julie A. Nadolny
Kemal Williamson
Kendra Quick
Kurt A. Jones
Lina Young
Marc E. Hathhorn
Marc D. Stone
Mark Blom
Mark A. Scimio
Matthew A. Ubelhor
Matthew J. Pedersen-Howard
Michael J. Flannigan
Michael J. Jasutis
Michael Siebers
Michael Sutherlin
Michelle Mitchell-Bromfman
Mitchell W. Knapton
Patrick J. Forkin
Patrick K. Sollars
Paul M. Wagner
Peggy A. Scott
Philip C. Dinsmoor
Priscilla E. Duncan
Randolph S. Lehn
Raymond V. Shepherd
Robert A. Malone
Robert B. Karn, III
Robert F. Bruer
Sandra A. Van Trease
Scott J. Mayer

Scott L. Croger
Scott N. Durgin
Scott T. Jarboe
Scott Harrell
Thomas W. Dietrich
Victor P. Svec
Walter L. Hawkins, Jr.
William A. Coley
William C. Rusnack
William E. James
William R. Hall

Major Equity Holders

Arthur J. Gallagher & Co.
Blackrock, Inc.
Kopernik Global Investors
Morgan Stanley
The Vanguard Group

Debtors' Professionals

Ernst & Young
FTI Consulting, Inc.
Jones Day
Kekst
Kurtzman Carson Consultants
Lazard Frères & Company
Abacus Financial Services LTD
Babst, Calland, Clements & Zomnir
Baker & McKenzie LLP
Bamberger Foreman Oswald & Hahn
Beveridge & Diamond, PC
BKD LLP
Blooston, Mordkofsky, Dickens, Duffy & Prendergast,
LLP
Bona Lex LLC
Brownstein Hyatt & Farber, P.C.
Crowell Moring
Dechert LLP
Dowd Bennett LLP
Evans & Dixon, LLC
Eversheds LLP
Greensfelder, Hemker & Gale
Gordon & Gordon, P.S.C.
H&K Law, LLC
Heussen
Hogan Lovells US LLP
Holland & Hart
Hunton & Williams
Ice Miller
Jackson Kelly PLLC
John R. Cline, PLLC
Keefe And Depauli, PC
King & Spalding LLP
Koenman & Koenman

KPMG LLP
Lighthouse Legal Consulting, LLC
Lundmark Baberish Lamont & Slavin, P.C.
Manatt, Phelps & Phillips
Masey & Gail, LLP
Mcanany Van Cleave & Phillips, P.C.
Mcguire Woods LLP
Miller & Chevalier
Montgomery Amatuzio Dusbabek Chase
Ogletree Deakins
Park International
Pricewaterhouse Coopers
Ritesma & Lyon PC
Senniger Powers
Shook, Hardy & Bacon LLP
Snell & Wilmer
Terrance Gileo Faye
Thompson Coburn LLP
Troutman Sanders LLP
Uhy LLP
Vranesh And Raisch, LLP
Wachtell, Lipton, Rosen & Katz
Wilmer Hale, LLP

Parties in Significant Litigation With the Debtors

Lori J. Lynn
Sunrise Energy, LLC
Pioneer Oil Company, Inc
Wildearth Guardians
Sally Jewell – US Secretary of Interior
Ned Farquhar – Deputy Assistant Secretary
for Land and Minerals Management
Powder River Basin Resource Council
U.S. Office of Surface Mining and Reclamation
Western Organization of Resource Councils
Queensland Bulk Handling Pty Ltd.

Landlords

Bureau of Indian Affairs
David & Linda Yager
Indiana Coal LLC
James F Rourke Investment Company
Jerry And Luann Elkins
Jerry J Dilts
John Yager
Justin Potter Grandchildren's Trust
Linda K. Rourke Trust
Navajo Nation
New Mexico Commissioner of Public Lands
Office of Natural Resources Revenue
Office of State Lands And Investments
Old National Wealth Management
Paul D. Rourke Living Trust
Reserve Coal Properties Company

State Board Of Land Commissioner
Steven Dilts Family
Talmar, LLC
Templeton Mineral Lands, LLC
Two Rivers Ranch Ltd Partnership
WPP LLC

Major Customers

Ameren Missouri
Arizona Public Service Company
Associated Electric Cooperative, Inc.
Duke Energy Indiana, Inc.
Dynergy Coal Trading & Transport.
Dynergy Commercial Asset Management, LLC
Hoosier Energy Rural Electric Cooperative
Indiana Michigan Power Company
Indianapolis Power & Light Company
LG&E and KU Services Company
MidAmerican Energy Company
Midwest Generation, LLC
Northern Indiana Public Service Commission
NRG Power Marketing, LLC
Oklahoma Gas and Electric Company
Omaha Public Power District
Public Service Company of Colorado
Public Service Company of Oklahoma
Salt River Project
Southwestern Electric Power Company
Tennessee Valley Authority
TUCO, Inc.
Tucson Electric Power Company
Western Fuels Association, Inc.
Wisconsin Electric Power Company

Indenture/Administrative Trustees

Citibank, N.A.
U.S. Bank, National Association

Major Equipment Lessors

Bank of America Leasing
Citizens Asset Finance, Inc.
Fifth Third Leasing Company
General Electric Capital Corporation
Huntington National Bank
Macquarie Equipment Capital, Inc.
NXT Capital LLC
PNC Equipment Finance
Siemens Financial Services
Sovereign Bank
SunTrust Equipment Finance & Leasing
U.S. Bancorp Equipment Finance
Wells Fargo Bank Equipment Finance
Wells Fargo Bank Northwest, N.A.

**Parties to Significant Executory
Contracts with the Debtors**

Bridgestone Americas, Inc.
Custom Staffing Services
Dennis M. McCoy & Sons, Inc.
Dyno Nobel, Inc.
Flanders Electric Motor Service
Fricke Management & Contracting, Inc.
HollyFrontier Refining & Marketing
Interstate Power Systems, Inc.
Joy Global Surface Mining, Inc.
Joy Global Underground Mining, LLC
Komatsu Equipment Company
Liebherr Mining Equipment Company
Macallister Machinery Co., Inc.
Marathon Petroleum Company
Michelin North America, Inc.
Nalco Company
Nelson Brothers, LLC
Orica Ground Support, Inc.
Phillips 66 Company
Pittman Mine Services, LLC
Union Wire Rope
Veyance Technologies, Inc.
Wagner Equipment Company
Wesco
Western Refining Wholesale, Inc.
Whayne Supply Company
Yampa Valley Electric Association, Inc.

Insurers/Insurance Brokers

Brokers:

AON Insurance Managers, Inc.
AON Risk Services Central, Inc.
Arthur J. Gallagher & Co.
Lexington Insurance Company
Lockton Companies, LLC
Marsh USA, Inc.
Willis of Tennessee

Insurers:

ACE American Insurance Company
ACE European Group, Ltd.
ACE Group – Jaya Proteski
ACE Insurance Limited
AIG
AIG Property Casualty Insurance Agency, Inc.
AIG Specialty Insurance Company
Allied World National Assurance Company Ltd.
AON Bermuda Insurance, Ltd.
AON UK, Ltd.
Apollo Liability Consortium
Arch Insurance Company

Arch Specialty Insurance Company
Aspen Insurance UK Limited
AXIS Insurance Company
Berkshire Hathaway Specialty Insurance
C.N.A.
China Pacific Property Insurance Company
Endurance American Insurance Company
Freedom Specialty Insurance Company
Great American Insurance Companies
Huatai Property and Casualty Insurance Co., Ltd.
Iron Shore Indemnity Inc.
Ironshore Europe Limited
Liberty Mutual Insurance Europe Limited
National Union Fire Insurance Company of Pittsburgh
Navigators Insurance Company
Old Republic Insurance Company
Prosight Specialty Insurance
SCOR Channel Limited
SCOR UK Company Limited
Starr Insurance & Reinsurance Limited
Starr Surplus Lines Insurance Company
Sterling Centennial Missouri Insurance Corporation
Tenger Insurance LLC
The Hartford
U.S. Specialty Insurance Company
UK Defence Club
UK P&I Club
United States Aviation Underwriters, Inc.
Water Quality Insurance Syndicate
XL Catlin & Novae
XL Insurance Company SE
XL Specialty Insurance Company
Zurich American Insurance Company
Zurich Australian Insurance Limited
Zurich Insurance Plc

Premium Financing Companies

AFCO Credit Corporation
Bank Direct Capital Finance

Principal Trade Vendors

Arnold Machinery Company
Beneflex HR Resources, Inc.
Blue Cross Blue Shield
Brake Supply Company, Inc.
Caremark
Dominion Terminal Associates
Elkland Mining LLC
Empire Southwest AZ, LLC
Fairmont Supply Company
Harrington Benefit Services, Inc.
Prairie State Generating Company
Rudd Equipment Corporation
Silver Script Insurance Company

The Vanguard Group
United Central Industrial Supply
United Minerals Company, LLC
Wyoming Machinery Company

Major Utilities

Ameren IP
American Fiber Comm, LLC
Arizona Public Service
AT&T
AT&T Teleconference Services
AT&T U-Verse (SM)
C.M., Inc.
CenturyLink
City Of Flagstaff
City Of Gillette
Cogent Communications, Inc.
Comcast
Continental Divide Electric
Daviess-Martin Remc
Duke Energy Corporation
Egyptian Electric Cooperative
Ellis Water Company, Inc.
Ferrellgas, Inc.
First Energy Solutions Corp
Francisco Water Dept.
Franklin Salvage
Frontier
Globalstar USA
Globe Wireless
Granite Telecommunications
Hostirian
Kentucky Utilities Co
Knox County Water, Inc.
M2M Wireless
Masergy Communications Inc.
Mitel Technologies, Inc.
Navajo Tribal Utility Authority
New Mexico Gas Company
Pike-Gibson Water, Inc.
Pleasantville Water Company Inc.
PNM Gas Services
Powder River Energy Corporation
Ridge Farm Water Works
Rocky Mountain Power
Saline Valley Conservancy District
Shawnee Communications
Smithville Communications, Inc.
Sourcegas, LLC
Southeastern Illinois Electric
Unisource Energy Services
Vectren Energy Delivery
Verizon
Village Of Coulterville
Washington Municipal Public

Win Energy
Yampa Valley Electric Assn., Inc.

**Accounts Receivable Securitization Facility
Purchasers**

PNC Bank, National Association

Union

United Mine Workers of America

**Environmental Regulatory Agencies and
Reclamation Bonding Entities**

Arizona Department of Homeland Security
Arizona Department of Weights and Measures
Bureau of Indian Affairs
City of Evansville Environment Protection Agency
Colorado Department of Agriculture
Colorado Department of Natural Resources, Division of
Reclamation and Mining
Colorado Department of Public Health & Environment
Colorado Department of Public Health & Environment,
Air Pollution Control Division
Colorado Department of Public Health & Environment,
Hazardous Materials and Waste Management
Division
Colorado Department of Public Health & Environment,
Water Quality Control Division
Colorado, Division of Reclamation Mining and Safety
Egyptian Health Department
Federal Communications Commission
Gibson County Health Department
Illinois Department of Natural Resources, Explosives
Division
Illinois Department of Transportation
Illinois Emergency Management Agency
Illinois Environmental Protection Agency
Indiana Department of Homeland Security
Indiana Department of Environmental Management
Indiana Department of Natural Resources
Indiana Department of Transportation
Indiana State Department of Health
Kentucky Department for Natural Resources
Knox County Area Planning Commission
Mine Safety & Health Administration
Montana Department of Environmental Quality
National Weather Service Employees Organization
Navajo Nation Environmental Protection Agency
New Mexico - Mining and Minerals Division
New Mexico Environment Department
New Mexico Office of the State Engineer
State of Illinois Department of Natural Resources
State of Indiana Department of Natural Resources

United States Department of Agriculture - Forest Service
United States Army Corps of Engineers
United States Department of the Interior, Office of Surface Mining
United States Department of Justice, Bureau of Tobacco and Firearms
United States Department of Labor, Mine Safety and Health Administration
United States Environmental Protection Agency
United States Federal Communications Commission, Wireless Telecommunications Bureau
United States Fish and Wildlife Service
United States Forest Service
United States Nuclear Regulatory Commission
Warrick County Area Board of Zoning Appeals
Warrick County Building Commission
Warrick County Health Department
Wyoming Department of Environmental Quality (Air Land and Water Quality Division)

Other Governmental Entities

Internal Revenue Service
Pension Benefit Guaranty Corporation
United States Attorney's Office for the Eastern District of Missouri
United States Department of Labor
United States Department of the Interior

Secured Lenders

3i Debt Management US, LLC
Aegon USA Investment Management, LLC
AllianceBernstein, L.P.
Allstate Investment Management Company
American Capital Asset Management, LLC
American Century Investment Management, Inc.
American Money Management Corporation
Apex Credit Partners, LLC
Ares Management, LLC
Aurelius Capital Management, L.P.
Australia and New Zealand Banking Group, Ltd.
Avenue Capital Management II, L.P.
Babson Capital Management, LLC
Bank of America Merrill Lynch Proprietary Trading
Bank of America, National Association
Barclays Bank Plc
Barclays Capital, Inc.
Bennett Management Corporation
BlackRock Advisors, LLC
BNP Paribas Asset Management, Inc.
Branch Banking And Trust Company
Brevan Howard U.S. Investment Management, L.P.
Capital Research & Management Company
Caterpillar Financial Services

Chartwell Investment Partners, Inc.
Citigroup Global Markets, Inc.
Comerica Bank
Compass Bank
Cortland Capital Market Services, LLC
Crédit Agricole Corporate and Investment Bank
Crédit Industriel et Commercial
Credit Suisse AG
Credit Value Partners, L.P.
Deutsche Bank AG
Deutsche Bank Securities, Inc.
DuPont Capital Management Corporation
DW Partners, L.P.
ED&F Man Capital Markets, Inc.
Elliott Management Corporation
Euroclear Bank
Fidelity Management & Research Company
Fifth Third Bank
First Eagle Investment Management, LLC
FOC Partners
Franklin Advisers, Inc.
Glendon Capital Management, L.P.
GoldenTree Asset Management, L.P.
Goldman Sachs
Goldman Sachs Asset Management, L.P.
Highland Capital Management
HillMark Capital Management, L.P.
HSBC Bank USA, National Association
III Capital Management
Industrial and Commercial Bank of China Limited
ING Financial Markets, LLC
Intermediate Capital Group, Inc.
JP Morgan
JP Morgan Chase Bank
JP Morgan Chase Bank/Correspondence Clearing Services
JP Morgan Investment Management, Inc.
JP Morgan Whitefriars, Inc.
JMMB Securities, Ltd.
Kames Capital Plc
KDP Asset Management, Inc.
Kingsland Capital Management, LLC
Linden Advisors, L.P.
Loews Corporation
Logan Circle Partners, L.P.
Loomis Sayles & Company, L.P.
MacKay Shields, LLC
Macquarie Bank Limited
Mangrove Partners
Marathon Asset Management, L.P.
MJX Asset Management, LLC
Morgan Stanley Bank, N.A.
MUFG Union Bank, National Association
National Australia Bank Limited
Neuberger Berman Fixed Income, LLC
New York Life Investment Management, LLC

NewMark Capital
Nomura Corporate Research and Asset Management,
Inc.
NYL Investors, LLC
Oak Hill Advisors, L.P.
Oaktree Capital Management, L.P.
Octagon Credit Investors, LLC
OppenheimerFunds, Inc.
Ostra Capital Management LLC
Oversea-Chinese Banking Corporation
Pacific Life Fund Advisors, LLC
Palmer Square Capital Management, LLC
Pine River Capital Management, L.P.
PineBridge Investments, LLC
Pinnacle Capital, Ltd.
PNC Bank, N.A.
PPM America, Inc.
Providence Equity Partners, Inc.
Prudential Investment Management
RBC Capital Markets, LLC
RBS Securities, Inc.
Regiment Capital Advisors
Robeco Institutional Asset Management B.V.
S. Goldman Asset Management
Seix Investment Advisors, LLC
Silvermine Capital Management, LLC
Societe Generale
Soros Fund Management, LLC
South Dakota Investment Council
Standard Chartered Bank
State Street Global Advisors
Swiss Life Asset Management AG
Taconic Capital Advisors, L.P.
TCW Investment Management Company
TD Asset Management, Inc.
TIAA-CREF Investment Management
TPG Capital
TPH Asset Management, LLC
U.S. Bank National Association
UBS AG
Voya Investment Management, LLC
W.R. Huff Asset Management Co, LLC
Wellington Management Company, LLP
Wells Fargo Bank, N.A.
Westpac Banking Corporation
Whitebox Advisors, LLC
Wolverine Asset Management, LLC
Zais Group, LLC

Unsecured Lenders

Aegon USA Investment Management, LLC
Akanthos Capital Management, LLC
AllianceBernstein, L.P.
Alta Capital Management, LLC
American Century Investment Management, Inc.

American National Registered Investment Advisor, Inc.
APG Asset Management US, Inc.
Archer Investment Corporation
Ares Management, LLC
Aurelius Capital Management, L.P.
B. Riley & Co., LLC
Babson Capital Management, LLC
Baker Ellis Asset Management, LLC
Balboa Securities Corporation
Banco de Sabadell, S.A.
Bank Hapoalim, Ltd.
Bank Leumi USA
Bank of America Merrill Lynch Proprietary Trading
Bank of Springfield
Barclays Capital, Inc.
Bennett Management Corporation
BH Asset Management, LLC
BlackRock Advisors, LLC
Brownstone Investment Group, LLC
Broyhill Asset Management, LLC
Buckley Muething Capital Management Company
Capital Research & Management Company
Capstone Asset Management Company
Carret Asset Management, LLC
Caspian Capital, L.P.
Chartwell Investment Partners, Inc.
CI Investments, Inc.
Cincinnati Asset Management, Inc.
Citadel Advisors, LLC
Citadel Securities, LLC
Citigroup Global Markets, Inc.
Columbia Management Investment Advisers, LLC
Conning Asset Management
Cornèr Banca, S.A.
Credit Agricole Securities, Inc.
Credit Suisse AG
Credit Suisse Securities, LLC
CRT Capital Group, LLC
CSS, LLC
DDJ Capital Management, LLC
Deutsche Bank Securities, Inc.
Eastern Bank
ED&F Man Capital Markets, Inc.
Elliott Management Corporation
Ellis Lake Capital, LLC
Euroclear Bank
Federal Life Insurance Company
Federated Investors, Inc.
Ferox Capital, LLP
Fidelity Management & Research Company
Franklin Advisers, Inc.
Garrison Financial Corporation
Geneva Advisors, LLC
Goldman Sachs Asset Management, L.P.
Guggenheim Funds Investment Advisers, LLC
Guggenheim Securities, LLC

GW&K Investment Management, LLC
Hallmark Capital Management, Inc.
Hartford Investment Management Company
Haverford Trust Company
HighTower Advisors, LLC
Horizon Asset Management, Inc.
Huntleigh Securities Corporation
Invesco Advisers, Inc.
J.A. Glynn & Company
J.P. Morgan Chase Bank/Correspondence Clearing
Services
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
Jefferies, LLC
Kayne Anderson Capital Advisors, L.P.
KSBM Asset Management Limited
Leader Capital Corporation
Leumi Private Bank AG
MacKay Shields, LLC
Mangrove Partners
Marathon Asset Management, L.P.
Mason Street Advisors, LLC
Mesirow Financial, Inc.
MetLife Investment Advisors Company, LLC
Metropolitan West Asset Management, LLC
Millennium Advisors, LLC
Morgan Stanley & Company, LLC
Morgan Stanley Investment Management, Inc.
Morgan Stanley Wealth Management
Muzinich & Company, Inc.
Neuberger Berman Fixed Income, LLC
New Century Advisors, LLC
New Mexico Educational Retirement Board
New York Life Investment Management, LLC
Nine Masts Capital, Ltd.
NISA Investment Advisors, LLC
NNIP Advisors B.V.
Nomura Corporate Research and Asset
Management, Inc.
Nuveen Asset Management, LLC
Oaktree Capital Management, L.P.
Odeon Capital Group, LLC
OppenheimerFunds, Inc.
Orleans Capital Management Corporation
Ostra Capital Management, LLC
P&S Credit Management, L.P.
Pacific Heights Asset Management, LLC
Pacific Life Fund Advisors, LLC
Palmer Square Capital Management, LLC
Paloma Partners Management Company
Payden & Rygel
Pershing Advisor Solutions, LLC
PIMCO - Pacific Investment Management Company
Pine River Capital Management, L.P.
PineBridge Investments, LLC
PNC Capital Advisors, LLC

Prairie Fire Capital LLC
Private Management Group, Inc.
ProFund Advisors, LLC
Proven Wealth, Ltd.
Provident Investment Management, LLC
Prudential Investment Management, Inc.
RBC Capital Markets, LLC
Robert W. Baird & Company, Inc.
Ryan Labs, Inc.
S. Goldman Asset Management, LLC
Saturna Capital Corporation
Scotia DBG Investments, Ltd
Serengeti Asset Management, L.P.
SG Americas Securities, LLC
Sheffield Investment Management, Inc.
South Dakota Investment Council
State Street Global Advisors
Stoeber, Glass & Company, Inc.
Strategic Investment Partners, LLC
Summit Asset Management, LLC
Swiss Life Asset Management AG
Taconic Capital Advisors, L.P.
TCW Investment Management Company
TD Asset Management, Inc.
TIAA-CREF Investment Management
Trondheim Capital LLC
UBS Securities, LLC
USAA Asset Management Company
Van Eck Associates Corporation
W.R. Huff Asset Management Co., LLC
Wellington Management Company, LLP
Wells Fargo Bank, N.A.
Wells Fargo Financial Services, Inc.
Wells Fargo Securities, LLC
Wexford Capital, L.P.
Wolverine Asset Management, LLC

**United States Bankruptcy Judges for the Eastern
District of Missouri**

Judge Barry S. Schermer
Judge Charles E Rendlen, III
Chief Judge Kathy Surratt-States

**Publicly-Available Attorneys and Staff for the
United States Trustee's Office for the Eastern
District of Missouri**

Barbara J. Dorsey
Chicquita Greene
Cynthia E. Moore
Eva Kinzel
Karen R. Wilson-Smith
Kathy Lickenbrock
Leonora S. Long
Margaret E. Slaughter

Martha M. Dahm
Paul Randolph
Sandra Herling

**List of Known Professionals for
Secured / Unsecured Lenders**

Centerview Partners LLC
Davis Polk & Wardwell LLP
Ducera Partners LLC
Houlihan Lokey, Inc.
Kirkland & Ellis LLP
Kramer Levin Naftalis & Frankel LLP
O'Melveny & Myers LLP
Pachulski Stang Ziehl & Jones LLP
Zolfo Cooper, LLC

Schedule 2

**Interested Parties that Currently or have Previously Employed Jones Day in Matters
Unrelated to the Debtors or Their Chapter 11 Cases**

SCHEDULE 2

PEABODY ENERGY CORPORATION *ET AL.*

**SCHEDULE OF INTERESTED PARTIES THAT CURRENTLY EMPLOY
OR HAVE FORMERLY EMPLOYED JONES DAY IN MATTERS
UNRELATED TO THE DEBTORS OR THEIR CHAPTER 11 CASES**

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
PARTIES IN INTEREST (OR AFFILIATED ENTITIES) WHO ARE CURRENT CLIENTS OR WERE CLIENTS WITHIN THE LAST TWO YEARS¹		
3i Debt Management US LLC	Secured Lenders	<ul style="list-style-type: none"> Affiliate companies <i>Aspen Pumps Limited</i> and <i>Mayborn Group Limited</i> are current clients.
ACE American Insurance Company ACE European Group, Ltd. ACE Group – Jaya Proteski ACE Insurance Limited	Insurers	<ul style="list-style-type: none"> Ultimate parent company Chubb Group of Insurance Companies is a member of former client Pacific Coast Automobile Underwriters Conference (closed 2014).
Aegon USA Investment Management LLC	Secured Lenders	<ul style="list-style-type: none"> Affiliate company <i>TransAmerican Asset Management, Inc.</i> is a co-client in a current defense group representation of General Motors term lenders.
AFCO Credit Corporation	Premium Financing Companies	<ul style="list-style-type: none"> Parent company BB&T Corporation is a member of former client The Clearing House Payments Company (closed 2015).

¹ The parties listed herein are parties in interest (or affiliated entities) who are current clients of Jones Day or were clients of Jones Day within the last two years. The names of current clients of Jones Day appear in bold and italics. The disclosure of stockholder interests or other affiliate relationships among potentially related entities reflects only information known to Jones Day through its conflict reporting system. Jones Day has not performed independent research to identify all stockholder interests or other affiliate relationships with respect to interested parties. Moreover, Jones Day has not disclosed representations of trade associations and similar industry or special interest organizations in which interested parties are members.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>AllianceBernstein, L.P.</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>AllianceBernstein, L.P.</i>, parent company <i>AXA S.A.</i>; and affiliate companies <i>GIE AXA</i>, <i>AXA France Vie</i> and <i>AXA France IARD</i>, <i>AXA Group Solutions S.A.S.</i>, <i>AXA IM (Investment Managers) Paris</i> and <i>AXA REIM SGR S.p.A.</i> are current clients; and • Affiliate companies <i>AXA MPS Assicurazioni Danni S.p.A.</i> and <i>AXA MPS Assicurazioni Vita S.p.A.</i> are co-clients in a current matter with affiliate company and co-client <i>AXA France Vie</i> and <i>AXA France IARD</i>.
Alta Capital Management LLC	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company <i>Alta Growth Capital Mexico Fund, LP.</i> is a current client.
Ameren Missouri Ameren IP	Major Customers Major Utilities	<ul style="list-style-type: none"> • Parent company <i>Ameren Corporation</i> and affiliate companies <i>Ameren Illinois Company</i> and <i>Ameren – CIPS</i> are current clients; and • Affiliate company <i>Ameren Services Company</i> is: (a) a current client; and (b) a former co-client in former client Missouri Gas Energy, a division of Laclede Gas Company, et al. (closed 2015).
American Capital Asset Management LLC	Secured Lenders	<ul style="list-style-type: none"> • Affiliated entity <i>Independent Directors of American Capital Agency Corporation</i> and <i>American Capital Mortgage Investment Corporation</i> is a current client; and • Parent company American Capital Ltd. is a stockholder of current client <i>WIL Research Holding Company, Inc.</i>
American Century Investment Management, Inc.	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Parent company <i>Canadian Imperial Bank of Commerce (CIBC)</i> is a current client; and • Affiliate company CIBC World Markets Corporation is a former co-client with current client <i>Citigroup, Inc.</i> in a matter concluded in 2015.
AON Insurance Managers, Inc. AON Risk Services Central, Inc. AON Bermuda Insurance, Ltd. AON UK, Ltd.	Insurance Brokers Insurers	<ul style="list-style-type: none"> • Parent company AON Plc is the ultimate parent company of current client <i>Accuracy Netherlands B.V.</i>, and • Affiliate companies AON Risk Services Northeast, Inc., AON Limited and AON Conseil & Courtage SA are former clients (all closed 2015).
APG Asset Management US, Inc.	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate companies <i>APG Asset Management NV</i> and <i>Citizen Asset Management B.V.</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Ares Management LLC</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Ares Management LLC</i> is: (a) a current client; and (b) a co-client with affiliated companies and co-clients <i>Ares IIIR/IVR CLO Ltd.</i>, <i>Ares VIII CLO Ltd.</i>, <i>Ares VR CLO Ltd.</i>, <i>Ares IX CLO Ltd.</i>, <i>Ares VIR CLO Ltd.</i>, <i>Ares XI CLO Ltd.</i> and <i>Ares Enhanced Credit Opportunities Fund Ltd.</i> in a current defense group representation of General Motors term lenders; • Affiliate companies <i>Ares European Real Estate Fund IV, L.P.</i> and <i>Ares Management Limited</i> are current clients; • Affiliate company <i>Ares Management L.P.</i> is a joint venture partner and 50% owner of current client <i>Minerva Limited</i>; and • Affiliate company <i>Area Property Partners, L.P.</i> is a former client (closed 2015).
<i>Arthur J. Gallagher & Co.</i>	Major Equity Holders and Insurance Brokers	<ul style="list-style-type: none"> • <i>Arthur J. Gallagher & Co.</i> is a current client; and • Affiliate company <i>Arthur J. Gallagher (UK) Ltd.</i> is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
AT&T	Major Utilities	<ul style="list-style-type: none"> • Affiliate companies The DirecTV Group, Inc. and DirecTV LLC are: (a) co-clients and co-defendants in joint representations with current clients Unitron NV, Microelectronics Technology, Inc., ZCWC, Inc., Zinwell Corporation, Kuehne & Nagel, Inc., Funai Corporation and Philips Electronics North America Corporation; and (b) former co-clients and co-defendants with former client Polecoz Electronics, Ltd. (closed 2015) in a matter concluded in 2014; • Affiliate company and current client DirecTV LLC is: (a) a co-client and co-defendant in a current matter with current client Pace Americas, Inc.; and (b) a former co-client and co-defendant with former client Polecoz Electronics, Ltd. (closed 2015) in a matter concluded in 2014; • Affiliate company DirecTV, Inc. is: (a) a current client; and (b) a co-client in with current client Philips Electronics North America Corporation in one current matter and one former matter concluded in 2014; • Affiliated entity AT&T Pension Trust is a partner in former client Morgan Stanley RE Fund II (closed 2015); and • Affiliate company DirecTV Latin America LLC is a former client (closed 2014).
Aurelius Capital Management, L.P.	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company Aurelius Beteiligungsberatungs AG is a former client (closed 2015).
Australia and New Zealand Banking Group Limited	Secured Lenders	<ul style="list-style-type: none"> • Australia and New Zealand Banking Group Limited is a current client.
Avenue Capital Management II, L.P.	Secured Lenders	<ul style="list-style-type: none"> • Affiliate company Avenue Coppers Opportunities Fund, L.P. is a co client in a current defense group representation of CEOC Second Lien defendants; and • Affiliate companies Avenue-CDP Global Opportunities Fund, L.P. (US) and Avenue Special Situations Fund V, L.P. are former co-clients in a joint representation of Tribune lenders that was concluded in 2014.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Babson Capital Management LLC, dba Babson Capital</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Babson Capital Management LLC, dba Babson Capital</i> is: (a) a current client; (b) a co-client in current joint representation of Southcross Energy term lenders; and (c) a former co-client with former co-clients Sankaty Advisors LLC and Pioneer Investments in a matter concluded in 2014; and • Affiliate companies <i>Babson Capital Europe Limited</i> and <i>Cornerstone Real Estate Advisers LLC</i> are current clients; • Parent company <i>Massachusetts Mutual Life Insurance Company</i>, aka <i>MassMutual Financial Group</i> is: (a) a current client; and (b) a 50% partner in current client <i>Jefferies Finance LLC</i>; and • Affiliate company <i>OppenheimerFunds, Inc.</i> is: (a) a co-client in current client <i>Steering Committee of First Lien Lenders/RCS Capital Corporation</i>; and (b) a co-client in a current matter with current client <i>Fortress Investment Group LLC</i>. • See also entry below for <i>Jefferies LLC</i> regarding related disclosure.
<i>Banco de Sabadell, S.A.</i>	Unsecured Lenders	<ul style="list-style-type: none"> • <i>Banco de Sabadell, S.A.</i> is: (a) a current client; and (b) a former co-client in a joint representation of Termosolares Plant lenders that was concluded in 2014.
Bank Direct Capital Finance	Premium Financing Companies	<ul style="list-style-type: none"> • Affiliate company <i>Texas Capital Bank, N.A.</i> is a current client.
Bank Hapoalim, Ltd.	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company Poalim Real Estate Fund, L.P. is a former client (closed 2015).
Bank Leumi USA and Leumi Private Bank AG	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company <i>Bank Leumi (UK) Plc</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Bank of America Leasing</p> <p>Bank of America, N.A.</p> <p>and</p> <p>Bank of America Merrill Lynch Proprietary Trading</p>	<p>Major Equipment Lessors</p> <p>Secured Lenders</p>	<ul style="list-style-type: none"> • Bank of America, N.A. is a current client; • Parent company Bank of America Corporation is: (a) a current client; (b) the employer of several individuals who are co-clients in a current joint representation of employees; (c) a member of former client The Clearing House Payments Company LLC (closed 2015); and (d) a current and former co-client with several of its affiliate companies, including those listed below, in multiple current matters and matters concluded in 2014, 2015 and 2016, respectively; • Affiliate company Bank of America Strategic Investments Company is a minority joint venture partner in current client Visible Alpha LLC; • Affiliate companies Bank of America, N.A. London, Bank of America Business Credit, Bank of America Merrill Lynch International Limited, Banc of America Public Capital Corporation, Merrill Lynch International and Merrill Lynch International, London Branch are current clients; • Affiliate company DSP Merrill Lynch Limited is: (a) a current client; and (b) a former co-client with current client SBI Capital Markets Limited in a matter concluded in 2016; • Affiliate company Merrill Lynch Pierce Fenner & Smith, Inc., dba Bank of America Merrill Lynch is: (a) a current client; (b) the former employer of an individual who is a current Jones Day client (opened 2015); (c) a co-client in current matters with current clients JM Financial Institutional Securities Limited and Kotak Mahindra Capital Co., Ltd.; (e) a former co-client with current client Citigroup, Inc. in two matters concluded in 2015 and 2016, respectively; (f) a former co-client with current client JPMorgan Chase Bank, N.A. in a matter concluded in 2015; and (g) a former co-client with current client Credit Suisse in a matter concluded in 2015;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Merrill Lynch is a former co-client with former client Credit Suisse Securities (USA) LLC in a matter concluded in 2014; and • Affiliate companies Merrill Lynch & Co. and Merrill Lynch Capital Services Inc. are former clients (both closed 2014).
Barclays Bank Plc and Barclays Capital, Inc.	Secured Lenders	<ul style="list-style-type: none"> • Barclays Capital, Inc. and affiliate company Barclays Bank, S.A. are former clients (both closed 2014); • Parent company Barclays Plc is: (a) the ultimate parent company of current clients <i>Celsius Capital PCC Limited</i> and <i>Oase GmbH</i>; (b) a former co-client in a joint representation of MF Global lenders concluded in 2015; and (c) a former co-client with current client <i>Societe Generale</i> in a matter concluded in 2014; and • Affiliate company <i>Grand Central Asset Trust WAM Series</i> is a co-client in a current defense group representation of General Motors term lenders.
Berkshire Hathaway Specialty Insurance	Insurers	<ul style="list-style-type: none"> • Affiliate companies <i>Scott Fetzer Company</i>, <i>The Lubrizol Corporation</i> and <i>Johns Manville Corporation</i> are current clients; • Affiliate company <i>BNSF Railway Company</i> is: (a) a current client; and (b) a member of current client <i>California Railroad Group</i>; • Parent company Berkshire Hathaway, Inc. is a stockholder of current client <i>USG Corporation</i>; • Affiliate companies McLane Company, Inc. and Nylok LLC are former clients (both closed 2015); and • Affiliate company Mid-American Energy Company is a former co-client in Missouri Gas Energy, a division of Laclede Gas Company, et al. that was concluded in 2015.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Blackrock Fund Advisors BlackRock, Inc.	Secured Lenders Major Equity Holders	<ul style="list-style-type: none"> • Parent company BlackRock, Inc. is a current or former significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and • Affiliate company BlackRock Fund Advisors is a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel.
Blue Cross Blue Shield	Principal Trade Vendors	<ul style="list-style-type: none"> • Affiliated entity <i>Board of Directors of Blue Cross Blue Shield of Florida, Inc.</i> and affiliated company <i>Blue Cross & Blue Shield of Massachusetts</i> are current clients; • Affiliated company <i>Premera Blue Cross</i> is a current co-client in a joint representation with current co-clients <i>Physicians Insurance, A Mutual Company</i> and <i>The Polyclinic</i>; and • Affiliated company Blue Cross of Northeastern Pennsylvania (BCNEPA) is a former client (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
BNP Paribas Asset Management, Inc.	Secured Lenders	<ul style="list-style-type: none"> • Parent company BNP Paribas, S.A. is: (a) a current client; (b) the employer of two individuals who are current clients (both opened 2015); (c) the former parent company of current client Buy Way Personal Finance, S.A. (f/k/a BNP Paribas Personal Finance); (d) a former co-client with current client Intesa SanPaolo in a matter concluded in 2016; and (e) a former co-client with affiliate company BNP Paribas, S.A., Sucursal en España and current client BNP Paribas Fortis SA/NV in a joint representation of Termosolares Plant lenders that was concluded in 2014; • Affiliate companies BNP Paribas Real Estate Investment Management Luxembourg S.A., BNP Paribas Investment Partners Latam, S.A., BNP Paribas S.A., Niederlassung Frankfurt, BNP Paribas UK Limited, BNP Paribas Fortis SA/NV, Netherlands Branch and BNP Paribas Fortis SA (Belgium) are current clients; • Affiliate company BNP Paribas, Hong Kong Branch is a co- client with current client Standard Chartered Bank in a current matter and a former matter concluded in 2015; • Affiliate company BNP Paribas is: (a) a current client; (b) the employer of an individual who is a current client (opened 2015); (c) a co-client in a current matter with affiliate company and co-client BNP Paribas Arbitrage SNC; and (d) a former co-client with affiliate company and former co-client BNP Paribas Indonesia PT (closed 2015) in a matter concluded in 2015; • Affiliate company BNP Paribas Securities Corporation is a current co-client defendant in a current matter with current client Chevron Corporation; and • Affiliate company BNP Paribas, Italian Branch is a co-client in a current matter with current client Unicredit Bank AG.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Brake Supply Company, Inc.	Principal Trade Vendors	<ul style="list-style-type: none"> • Ultimate parent company Koch Industries, Inc. is: (a) a current client; (b)) an affiliated entity of two individuals who are the sponsors of current clients Freedom Partners Chamber of Commerce, Inc. and Freedom Partners Action Fund; (c) an affiliated entity of an individual who is the sponsor of current client Americans for Prosperity; (d) a former co-client with affiliate company and current client Koch Companies Public Sector LLC in a matter concluded in 2015; (g) a former co-client with affiliate companies and former co-clients Koch Capital Services, Inc., Koch Supply & Trading and KOMSA S.a.r.l. in separate matters that were each concluded in 2015; and (h) a former co-client with affiliate company and former co-client Koch Resources LLC in a matter concluded in 2014; • Affiliate companies Koch Asset Management LLC, Koch AG & Energy Solutions LLC and Koch Fertilizer LLC are current clients; and • Affiliate companies Koch Agronomic Services LLC, Koch Equity Development LLC, Koch Chemical Technology Group Limited, Koch Industries, Inc. Master Pension Trust, KCBX Terminals Company, Koch Membrane Systems, Inc. and Georgia-Pacific LLC (all closed 2014); Koch Chemical Technology Group LLC (closed 2015); and Flint Hills Resources L.P. (closed 2016) are former clients.
Bridgestone Americas, Inc.	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • Bridgestone Americas, Inc. is: (a) a current client; and (b) a co-client with affiliate company and co-client Bridgestone Americas Tire Operations LLC in a current matter and a former matter concluded in 2015 with current client Interstate Battery System International, Inc.; • Parent company Bridgestone Corporation and affiliate companies Bridgestone Aircraft Tire Company (Asia) Limited and Bridgestone C.I.S. LLC are current clients; and • Affiliate company Bridgestone Sports Co., Ltd. is a former client (closed 2014).
Capital Research & Management Company	Secured Lenders	<ul style="list-style-type: none"> • Capital Research & Management Company is a stockholder of former client Dana Holding Corporation (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Caremark LLC, fka Caremark, Inc. and Silver Script Insurance Company	Principal Trade Vendors	<ul style="list-style-type: none"> Parent company CVS Health Corporation, fka CVS Caremark Corporation, is: (a) a current client; (b) a former co-client with affiliate company and current client CVS Pharmacy, Inc. in two matters that were each concluded in 2015; (c) a former co-client with Caremark LLC, fka Caremark, Inc. and Caremark Rx, Inc. in a matter concluded in 2015; and (d) a former co-client with Silver Script Insurance Company in a matter concluded in 2015.
Carret Asset Management Group LLC	Unsecured Lenders	<ul style="list-style-type: none"> Carret Asset Management Group LLC is a former client (closed 2014).
Caspian Capital, L.P.	Unsecured Lenders	<ul style="list-style-type: none"> Parent company BPCE S.A. and affiliate companies Natixis and Seventure are current clients; and Affiliate company Group BPCE is a current co-client in two current matters with affiliate company and current client Caisse d'Epargne et de Prevoyance Ile-de-France.
Caterpillar Financial Services	Secured Lenders	<ul style="list-style-type: none"> Parent company Caterpillar, Inc. is: (a) a current client; and (b) affiliated with current client Caterpillar Inc. Board of Directors; and Affiliated entity Caterpillar Inc. Pension Master Trust is a co-client in a current defense group representation of General Motors term lenders.
CenturyLink, Inc.	Major Utilities	<ul style="list-style-type: none"> CenturyLink, Inc. is a former co-client with former client Actiontec Electronics, Inc. (closed 2015) in a matter concluded in 2014.
Citadel Advisors LLC and Citadel Securities LLC	Unsecured Lenders	<ul style="list-style-type: none"> Citadel Advisors LLC is: (a) a joint venture partner of current client Alpha Natural Resources, Inc. and an interested party in the Alpha Natural Resources, Inc., et al. chapter 11 cases in which Jones Day is debtors' counsel; and (b) a co-client in a current joint representation of iHeartCommunications, Inc. lenders and noteholders.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p><i>Citibank, N.A.</i></p> <p><i>Citigroup Global Markets, Inc.</i></p>	<p>Indenture/ Administrative Trustees</p> <p>Secured Lenders and Unsecured Lenders</p>	<ul style="list-style-type: none"> • <i>Citibank, N.A.</i> is: (a) a co-client with affiliate company and co-client <i>Citigroup Global Markets, Inc.</i> in a current matter with current client <i>JPMorgan Chase Bank, N.A.</i>; (b) a member of former client Clearing House Payments Company LLC (closed 2015); (c) a member of former client CF Housing Capital LLC (closed 2014); and (d) a former co-client with current client <i>BNP Paribas</i> in a matter concluded in 2015; • <i>Citigroup Global Markets, Inc.</i> is: (a) a current client; (b) a joint venture partner in current client <i>Visible Alpha LLC</i>; (c) a co-client in a current matter with parent company <i>Citigroup, Inc.</i>; (d) a co-client in a current matter with current client <i>Bank of America Corporation</i>; and (e) a former co-client with current client <i>Credit Suisse</i> in a matter concluded in 2015; • Parent company <i>Citigroup, Inc.</i> is: (a) a current client; (b) a member of former client MF Global Lender Group (closed 2015); (c) a co-client in two current matters with affiliate company and co-client <i>Citigroup Management Corporation</i>; (d) a former co-client with former client Barclays Capital (closed 2014) in a matter concluded in 2014; and (e) the former employer of an individual who is a former client (closed 2014); • Affiliate company <i>Citigroup Global Markets India Private Limited</i> is: (a) a current client; (b) a co-client in a current matter with parent company <i>Citigroup, Inc.</i>; (c) a co-client in a current matter with current client <i>JM Financial Institutional Securities Limited</i>; (c) a co-client in a current matter with current client <i>Axis Capital Limited</i>; (d) a former co-client with current client <i>SBI Capital Markets Limited</i> in a matter concluded in 2016; (e) a former co-client with current client <i>Kotak Mahindra Capital Co. Ltd.</i> in a matter concluded in 2014; and (f) a former co-client with former client JPMorgan India Private Limited (closed 2015) in a matter concluded in 2015; • Affiliate companies <i>Citigroup Global Capital Markets Inc.</i>, <i>Banco Citibank S.A.</i>, <i>Citigroup Energy Canada ULC</i>, <i>Citigroup Energy, Inc.</i>, <i>Citibank Financial Products</i> and <i>Citibank, N.A. Hong Kong Branch</i> are current clients;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate companies <i>Citibank Korea, Inc.</i> and <i>Citicorp International Ltd.</i> are co-clients in a current matter with current client <i>Standard Chartered Bank</i>; • Affiliate company <i>Department Stores National Bank</i> is a co-client in a current matter with current client <i>Macy's, Inc.</i>; • Affiliate company <i>Citicorp International Limited</i> is: (a) a current client; and (b) a former co-client with current client <i>Standard Chartered Bank</i> in a matter concluded in 2016; • Affiliate company <i>Citibank N.A. London Branch</i> is: (a) a current client; and (b) a former co-client with parent company <i>Citigroup, Inc.</i> in a matter concluded in 2016; • Affiliate company Citigroup Global Markets Japan is the employer of an individual who is a former client (closed 2015); and • Affiliate companies Citigroup Global Markets Limited (closed 2014), Citibank International Plc, Citigroup Private Bank and Citibank Non-US Branch Matters (all closed 2015); and Citigroup Global Markets Asia Ltd. (closed 2016) are former clients.
<p>Citizens Asset Finance, Inc.</p> <p>RBS Securities, Inc.</p>	<p>Major Equipment Lessors</p> <p>Secured Lenders</p>	<ul style="list-style-type: none"> • Affiliate company <i>RBS Citizens, N.A.</i>, fka former client Citizens Financial Group, Inc. (closed 2014), is: (a) a current client; (b) a member of former client The Clearing House Payments Company LLC (closed 2015); (c) a co-client and co-defendant in a current matter with current client <i>SAP SE</i>; (d) a former co-client with parent company and current client <i>The Royal Bank of Scotland Group Plc</i> in a matter concluded in 2015; (e) a former co-client and co-defendant with current client <i>M&T Bank Corporation</i> in a matter concluded in 2014; and (f) a former co-client and co-defendant with affiliate company and former co-client Citizens Bank of Pennsylvania in a matter concluded in 2014; • Affiliate companies <i>The Royal Bank of Scotland N.V.</i>, <i>RBS Financial Products, Inc.</i> and <i>RBS Invoice Finance Limited</i> are current clients;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Royal Bank Development Capital Limited is a stockholder of current client <i>Vista Capital De Expansion, S.A., S.G.E.C.R.</i>; • Affiliate company Royal Bank of Scotland Plc is: (a) a former client (closed 2014); (b) the employer of two individuals who are former clients (both closed 2014); and (c) a member of former client MF Global Lender Group (closed 2015);and • Affiliate companies RBS Securities, Inc., Grupo RBS S.A. and RBS – Zero Hora Editora Jornalística S.A. (all closed 2015); and RBS Financial Products, Inc. (closed 2014) are former clients.
<p>CL Power Sales Eight LLC PowerTree Carbon Company LLC</p> <p>Midwest Generation LLC NRG Power Marketing LLC</p>	<p>Non Filing Companies and Affiliates</p> <p>Major Customers</p>	<ul style="list-style-type: none"> • Parent company <i>NRG Energy, Inc.</i> and affiliate companies <i>NRG Yield, Inc.</i> and <i>NRG Development & Finance</i> are current clients.
<p>C.N.A. Insurance</p> <p>Loews Corporation</p>	<p>Insurers</p> <p>Secured Lenders</p>	<ul style="list-style-type: none"> • Loews Corporation is the parent company of C.N.A. Insurance, which is a member of former client Pacific Coast Automobile Underwriters Conference (closed 2014).
<p>Columbia Management Investment Advisers LLC</p>	<p>Unsecured Lenders</p>	<ul style="list-style-type: none"> • Columbia Management Investment Advisers LLC is: (a) a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and (b) a member of a former client Green Field Ad Hoc Bondholders' Committee (closed 2014).
<p><i>Comcast Corporation</i></p>	<p>Major Utilities</p>	<ul style="list-style-type: none"> • <i>Comcast Corporation</i> is: (a) a current client; (b) the ultimate parent company of current client <i>Universal Pictures México S. de R.L. de C.V.</i>; (c) a 51% joint venture owner of current client <i>Universal Studios International B.V.</i>; and (d) the parent company of former client Universal Pictures (closed 2014).
<p>Comerica Bank</p>	<p>Secured Lenders</p>	<ul style="list-style-type: none"> • Parent company Comerica, Inc. is a member of former client The Clearing House Payments Company LLC (closed 2015)

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Compass Bank, N.A.</i>	Secured Lender	<ul style="list-style-type: none"> • <i>Compass Bank, N.A.</i>, aka <i>BBVA Compass</i>, is: (a) a current client; and (b) a former co-client with affiliate company and former co-client BBVA Asset Management Administradora General de Fondos, S.A. in a matter concluded in 2014; • Affiliate company <i>BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer</i> is a current client; • Affiliate company <i>Banco Bilbao Vizcaya Argentaria, S.A.</i> is: (a) a current client; (b) a former co-client with domestic parent company and current client <i>BBVA Compass Bancshares, Inc.</i> in a matter concluded in 2014; (c) a former co-client with ultimate parent company and former co-client Banco Bilbao Vizcaya, S.A. in a matter concluded in 2015; (d) a former co-client with affiliate company and former co-client BBVA Compass Insurance Agency, Inc. in a matter concluded in 2014; and (e) a former co-client in a joint representation of Termosolares Plant lenders that was concluded in 2014; • Domestic parent company <i>BBVA Compass Bancshares, Inc.</i> is: (a) a current client; and (b) the employer of an individual who is a current client; and • Affiliate companies Banco Bilbao Vizcaya Argentaria, Chile, S.A. and Casa de Bolsa BBVA Bancomer are former clients (both closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Credit Agricole Securities, Inc.	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate companies Credit Agricole Du Nord de La France (a/k/a Caisse Nationale De Credit Agricole Mutuel Nord De France), Omnes Capital, S.A. (f/k/a Credit Agricole Private Equity), Crédit Agricole Leasing & Factoring, Socadif – Societe de Capital Developpement D'Ile, CLSA Limited and Caceis Bank Luxembourg, S.A. are current clients; • Parent company Credit Agricole, S.A. is: (a) a shareholder of current client UI Gestion S.A.; (b) a former co-client, along with affiliate companies and former co-clients Credit Agricole Assurances and Predica Assurances, with current client EDF (Electricité de France) in a matter concluded in 2014; and (c) a former co-client with current client Société Générale in a matter concluded in 2014; • Affiliate company CA Consumer Finance is a 50% joint venture owner of FCA Bank S.p.A., the parent company of current client Leasys S.p.A.; • Affiliate company Credit Agricole CIB is: (a) a current client; and (b) a co-client in a current matter with affiliate company and current client Credit Agricole CIB Milan; • Affiliate company Segesta S.p.A. is a co-owner of former client Kinetika Sardegna S.r.L. (closed 2015); • Affiliate company Finamur S.A. is a former co-client and co-defendant with current client Natixis in a matter concluded in 2015; and • Affiliate companies, Crédit Agricole-Caisse D'Épargne Investor Services, S.A. (a/k/a CACEIS S.A.), Grand Sud Ouest Capital, S.A., Amundi Private Equity Funds and Sofilaro (all closed 2015); and Le Crédit Lyonnais (LCL) (closed 2016) are former clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Crédit Industriel et Commercial</i>	Secured Lenders	<ul style="list-style-type: none"> • <i>Crédit Industriel et Commercial</i> is a co-client in a current matter with affiliate companies and co-clients <i>CM CIC Investissement Nord</i>, <i>CM CIC Investissement Est</i>, <i>CM CIC Investissement Alsace</i> and <i>Confederation Nationale Du Credit Mutuel</i>; • Parent company <i>Banque Fédérative Du Crédit Mutuel SA</i> is: (a) a current client; and (b) the parent company of Sudinova, a former co-client with current client <i>Siparex</i> in a matter concluded in 2014; • Affiliate companies, <i>Crédit Mutuel Arkéa</i>, <i>CM-CIC Securities</i> and <i>CM CIC Investissement SA</i> are current clients; • Affiliate company <i>CM-CIC Capital Privé</i> is a co-client with current client <i>Alven Capital S.A. Hexavest S.a.r.l.</i>; • Affiliate company and current client <i>CM CIC Investissement Alsace</i> is a former co-client with <i>Crédit Industriel et Commercial</i> in a matter concluded in 2014; and • Affiliate company <i>Crédit Mutuel Maine Anjou Basse Normandie</i> is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Credit Suisse Securities LLC</p> <p><i>Credit Suisse AG</i></p>	<p>Unsecured Lenders</p> <p>Secured Lenders and Unsecured Lenders</p>	<ul style="list-style-type: none"> • <i>Credit Suisse AG</i> and affiliate companies <i>Credit Suisse Securities (Europe) Limited</i>, <i>Credit Suisse Trust AG</i> and <i>Banco Credit Suisse Mexico, S.A.</i> are current clients; • Parent company <i>Credit Suisse Group AG</i> is: (a) a current client; and (b) a stockholder of Southern Air Holdings, Inc., which is affiliated with current client <i>Board of Directors of Southern Air Holdings, Inc.</i>; • Affiliate company <i>Credit Suisse Asset Management Immobilien Kapitalanlagegesellschaft mbH</i> is: (a) a current client and a co-client in a current matter with affiliate company and co-client <i>Credit Suisse Funds AG</i>; • Affiliate company <i>Credit Suisse</i>, also known as former client CSFB Hong Kong Ltd. (closed 2014) is: (a) a current client; and (b) a former co-client with affiliate company and former co-client Credit Suisse (Singapore) Limited in a matter concluded in 2015; • Affiliate company Credit Suisse Securities (India) Private Limited is a former co-client with current client <i>Kotak Mahindra Capital Co. Ltd.</i> in a matter concluded in 2015; • Affiliate companies <i>Credit Suisse Syndicated Loan Fund</i> and <i>Credit Suisse Asset Management</i> are co-clients in a current defense group representation of General Motors term lenders; • Affiliate company <i>Credit Suisse Securities LLC</i> is: (a) a co-client in a current matter, and a former co-client in two former matters, both concluded in 2014, with current client <i>Keycorp</i>; and (b) a former co-client with current client <i>Citigroup, Inc.</i> in a former matter concluded in 2015; and • Affiliated entity Credit Suisse/NYSTRS Cleantech Fund is a stockholder of former client TAS Energy, Inc. (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Deutsche Bank AG</p> <p><i>Deutsche Bank Securities, Inc.</i></p>	<p>Secured Lenders</p> <p>Secured and Unsecured Lenders</p>	<ul style="list-style-type: none"> • Parent company Deutsche Bank AG is: (a) a member of former clients MF Global Lender Group and The Clearing House Payments Company LLC (both closed 2015); (b) the employer of an individual who is a former client (closed 2015); (c) a stockholder of former client Abraaj Investment Management Limited (closed 2014); (d) a current or former significant equity holder of current client Molycorp, Inc. and an interested party in the Molycorp, Inc., et al. chapter 11 cases in which Jones Day is debtors' counsel; (e) a former co-client with current client Standard Chartered Bank in a matter concluded in 2015; and (f) a former co-client with current client Morgan Stanley International in a matter concluded in 2015; • Affiliate company Deutsche Bank Securities, Inc. is: (a) a current client; (b) a co-client in a current matter with current client KeyCorp; (c) a co-client in a current matter with current client Bank of America Corporation; (d) a former co-client with current client Credit Suisse in a matter concluded in 2015; and (e) a former co-client with current client Citigroup, Inc. in a matter concluded in 2015; • Affiliate companies Deutsche Bank Cayman Islands Branch, Deutsche Bank AG, Hong Kong Branch and Deutsche Bank AG Seoul Branch are co-clients in a current matter with current client Standard Chartered Bank; • Affiliate company Deutsche Asset Management Investmentgesellschaft mbH is a major equity holder of current client Alpha Natural Resources, Inc. and an interested party in the Alpha Natural Resources, Inc., et al. chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate company Deutsche Bank AG New York is: (a) a current client; (b) a former co-client with affiliate company and current client Deutsche Bank Securities, Inc. in a matter concluded in 2015; and (c) a former co-client with affiliate company and former co-client Deutsche Bank Trust Company Americas in a matter concluded in 2015;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Deutsche Equities India Private Limited is: (a) a co-client in a current matter, and a former co-client in a former matter concluded in 2015, with current client JM Financial Institutional Securities Limited; (b) a co-client in a current matter with current client Bank of America Corporation; (c) a former co-client with current client SBI Capital Markets Limited in a matter concluded in 2015; and (d) a former co-client with current client Kotak Mahindra Capital Co., Ltd. in a matter concluded in 2014; • Affiliate company ICICI Securities Limited is a former co-client with current client Kotak Mahindra Capital Co., Ltd. in a matter concluded in 2015; and • Affiliate companies Deutsche Bank AG, Singapore Branch, Deutsche Bank AG, London Branch, Deutsche Bank, S.A.E., Deutsche Mortgage Securities, Inc. and Deutsche Bank AG, Frankfurt are current clients.
Elliott Management Corporation	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Elliott Management Corporation is an equity holder of current client Relativity Media LLC and an interested party in the Relativity Fashion LLC, et al. chapter 11 cases in which Jones Day is debtors' counsel.
Ernst & Young	Debtors' Professionals	<ul style="list-style-type: none"> • Ernst & Young is: (a) a former client (closed 2014); and (b) a former co-client, together with affiliate companies and former co-clients, Ernst & Young U.S., L.P., Ernst & Young U.S. LLP, The Members' Top Hat Plan and Ernst & Young LLP, in a matter that was concluded in 2014; and • Affiliate company Ernst & Young Application Services LLC is a former client (closed 2014).
Fairmont Supply Company Reserve Coal Properties Company	Principal Trade Vendors Landlords	<ul style="list-style-type: none"> • Parent company CONSOL Energy, Inc. is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Fidelity Management & Research Company</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Fidelity Management & Research Company</i> is: (a) a co-client with affiliate companies and co-clients <i>Fidelity Investments Life Insurance Company</i>, <i>Fidelity Central Investment Portfolios LLC</i>; <i>Fidelity Floating Rate Fund</i>, <i>Fidelity Central Investment Portfolios LLC</i>; <i>Fidelity High Income Central Fund 1</i>, and <i>Fidelity Central Investment Portfolios LLC</i>; <i>Fidelity High Income Central Fund 2</i> in a current defense group representation of General Motors term lenders; (b) a significant equity holder of current client <i>Swift Energy Company</i> and an interested party in the <i>Swift Energy Company, et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and (c) a stockholder, along with affiliate companies Fidelity Management Trust and FMR Corporation, of current client <i>Harman International Industries, Incorporated</i>; • Affiliate company <i>Fidelity Investments Money Management, Inc.</i> is a co-client in a current matter with affiliate companies and co-clients <i>Fidelity Management & Research Company</i> and <i>Fidelity Investments Canada ULC</i>; and parent company and co-client <i>FMR LLC</i>; • Affiliate companies Fidelity Investments Trust and Fidelity Investments Charitable Gift Fund are equity security holders of current client <i>Relativity Media LLC</i> and interested parties in the <i>Relativity Fashion LLC, et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Parent company <i>FMR LLC</i> and affiliate company <i>Fidelity Investments</i> are co-clients in a current joint representation of Southcross Energy term lenders; and • Affiliate company <i>Fidelity Management & Research Company (Fixed Income Division)</i> is a current client.
<i>Fifth Third Bank</i> Fifth Third Leasing Company	Secured Lenders Major Equipment Lessors	<ul style="list-style-type: none"> • <i>Fifth Third Bank</i> and affiliate company <i>Fifth Third Bank, Chicago</i> are current clients; and • Parent company Fifth Third Bancorp is a member of former client The Clearing House Payments Company LLC (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Franklin Advisers, Inc.</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Franklin Advisers Inc.</i> is: (a) a current client; and (b) a co-client in a current joint representation of iHeart Communications, Inc. lenders and noteholders; • Affiliate company Franklin Mutual Advisers LLC is a joint venture partner in current client <i>International Automotive Components Group North America LLC</i>; and • Affiliate companies <i>Franklin Templeton Investment Services Mexico, S. de R.L.</i>, <i>Franklin Templeton Asset Management (FTAM)</i> and <i>Franklin Templeton Investment Funds – Franklin Biotechnology Discovery Fund</i> are current clients.
Freedom Specialty Insurance Company	Insurers	<ul style="list-style-type: none"> • Parent company <i>Nationwide Mutual Insurance Company</i> and affiliate companies <i>Nationwide Life Insurance Company</i>, <i>Nationwide Realty Investors, Ltd.</i> and <i>Nationwide Mutual Fire Insurance Company</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Frontier Communications Corporation</i>	Major Utilities	<ul style="list-style-type: none"> • <i>Frontier Communications Corporation</i> is: (a) a current client; and (b) a co-client and co-defendant in a current matter with affiliate companies and current co-client defendants <i>Frontier Communications of Lakeside, Inc.</i>, <i>Frontier Communications of Iowa LLC</i>, <i>Frontier Communications of Rochester, Inc.</i>, <i>Frontier Communications of Illinois, Inc.</i>, <i>Frontier Communications of Indiana LLC</i>, <i>Frontier Communications of Georgia LLC</i>, <i>Frontier Communications of Fairmount LLC</i>, <i>Frontier Communications of Canton LLC</i>, <i>Frontier Communications of Depue, Inc.</i>, <i>Frontier Communications of New York, Inc.</i>, <i>Frontier Communications of America, Inc.</i>, <i>Frontier Communications Northwest, Inc.</i>, <i>Frontier Communications of Lakewood LLC</i>, <i>Frontier Communications West Coast, Inc.</i>, <i>Frontier Communications of Oswayo Rive LLC</i>, <i>Frontier Communications of Pennsylvania LLC</i>, <i>Frontier Communications of Mt. Pulaski, Inc.</i>, <i>Frontier Communications of Mondovi LLC</i>, <i>Frontier Communications of Mississippi LLC</i>, <i>Frontier Communications of Minnesota, Inc.</i>, <i>Frontier Communications of Michigan, Inc.</i>, <i>Frontier Communications of Lamar County LLC</i>, <i>Frontier Communications of Breezewood LLC</i>, <i>Frontier Communications of Ausable Valley, Inc.</i>, <i>Frontier Communications of Alabama LLC</i>, <i>Frontier Communications of Viroqua LLC</i>, <i>Frontier Communications of Wisconsin LLC</i>, <i>Frontier Communications Online and Long Distance, Inc.</i>, <i>Frontier Communications-Midland, Inc.</i>, <i>Frontier Communications-Prairie, Inc.</i>, <i>Frontier Communications Schuyler, Inc.</i>, <i>Frontier Communications-St. Croix, Inc.</i>, <i>Frontier Communications ILEC Holdings, Inc.</i>, <i>Frontier Communications of Virginia, Inc.</i>, <i>Frontier Communications of Thorntown LLC</i>, <i>Frontier Communications of The South LLC</i>, <i>Frontier Communications of The Southwest, Inc.</i>, <i>Frontier Communications of The Carolinas, Inc.</i>, <i>Frontier Communications of Sylvan Lake, Inc.</i>, <i>Frontier Communications of Seneca-Gorham, Inc.</i> and <i>Frontier Communications of Orion, Inc.</i>
<i>FTI Consulting, Inc.</i>	Debtors' Professionals	<ul style="list-style-type: none"> • <i>FTI Consulting, Inc.</i> and affiliate company <i>FTI Consulting Deutschland GmbH</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
General Electric Capital Corporation	Major Equipment Lessors	<ul style="list-style-type: none"> • General Electric Capital Corporation is (a) a current client; (b) a co-client with affiliate company and co-client General Electric Pension Trust in a current defense group representation of General Motors term lenders; and (c) the owner of former client SP Fiber Holdings, Inc. (closed 2015); and (d) the parent company of former client Healthcare Financial Solutions LLC (closed 2016); • Parent company General Electric Company and affiliate companies General Electric International Operations Company Inc. and General Electric International, Inc. are current clients; • Affiliate company GE Ventures Ltd. is an investor in current client Aver, Inc.; • Affiliate company GE Commercial Finance Energy Financial Services is the owner of a limited partner of current client NCL Appalachian Partners, L.P.; and • Affiliate company GE Asset Management Incorporated is a former client (closed 2015).
Glendon Capital Management, L.P.	Secured Lenders	<ul style="list-style-type: none"> • Glendon Capital Management, L.P. is: (a) a current client; and (b) a member of current clients Ad Hoc Group of Puerto Rico ERS Bondholders and Puerto Rico Bondholders.
Globe Wireless	Major Utilities	<ul style="list-style-type: none"> • Affiliate company Inmarsat Global Limited is a current client.
Goldentree Asset Management, L.P.	Secured Lenders	<ul style="list-style-type: none"> • Goldentree Asset Management, L.P. is: (a) a current client; (b) a co-client in a current matter with current client Canyon Capital Advisors LLC; and (c) a former co-client with affiliate companies and former co-clients Goldentree 2004 Trust, Goldentree Credit Opportunities Second Financing Limited, Goldentree Credit Opportunities Financing 1 Limited, Goldentree Leverage Loan Master Fund Limited, Goldentree Multistrategy Financing Limited and Goldentree Multistrategy Subsidiary LLC in a former joint representation of Tribune senior lenders that was concluded in 2014; and • Affiliate companies Goldentree Master Fund, Ltd., Goldentree SG Partners, L.P., Golden En Trust Master Fund SPC, GNS SIP, L.P. and GT NM, L.P. are stockholders of current client Grove S.a.r.l.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Goldman Sachs</p> <p>Goldman Sachs Asset Management, L.P.</p>	<p>Secured Lenders</p> <p>Secured Lenders and</p> <p>Unsecured Lenders</p>	<ul style="list-style-type: none"> • Goldman Sachs is an investor in APX Group, Inc., which is an affiliated entity of current client <i>Board of Directors of APX Group, Inc., Vivint Solar, Inc. and 2GIG Technologies</i>; • Goldman Sachs Asset Management, L.P. and affiliate companies OOO Goldman Sachs and Goldman Sachs Paris Inc. & Cie are former clients (all closed 2015); • Parent company Goldman Sachs Group, Inc. is: (a) a current or former significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; (b) part of a joint venture that owns current client <i>Cooper Standard Automotive Group</i>; • Affiliate companies <i>Goldman Sachs International European Special Situations Group, Goldman Sachs BDC, Inc., Goldman Sachs Specialty Lending Group, Goldman Sachs Merchant Banking Division, Goldman Sachs Japan Co., Ltd., Goldman Sachs México Casa de Bolsa, S.A. de C.V.</i> and <i>Goldman Sachs Group Y Compañía, S. de R.L. de C.V.</i> are current clients; • Affiliate company <i>Goldman Sachs International</i> is: (a) a current client; (b) a co-client in a current matter with current client <i>TOP III Finance 3 LLC</i>; (c) an investor in current client <i>Lundy, L.P.</i>; (d) a co-owner of current client <i>ELQ Investors VIII, Ltd.</i>, which is a stockholder of former client Branelor Holdings Limited (closed 2014); (e) a co-client in a current matter with affiliate company and current client <i>Goldman Sachs Credit Partners L.P.</i>; and (f) a stockholder of former client McCarthy & Stone Limited (closed 2015); • Affiliate company Goldman Sachs Capital Partners is: (a) a co-owner of current client <i>Education Management Corporation</i>; and (b) the parent company of current client <i>Kenan Advantage Group, Inc.</i>;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Goldman Sachs & Co. is: (a) a current client; (b) a co-client in a current matter and a former co-client in a former matter concluded in 2015 with current client JPMorgan Chase Bank, N.A.; (c) a co-client in a current matter and a former co-client in a former matter concluded in 2014 with current client KeyCorp; and (d) a former co-client with former client Barclays Capital (closed 2014) in a matter concluded in 2014; • Affiliate company Goldman Sachs Asia LLC is a co-client in a joint representation with China International Capital Corporation (Hong Kong) Limited; • Affiliate company Goldman Sachs (India) Securities Private Limited is a former co-client with current client CLSA in a matter concluded in 2014; • Affiliate company GS Capital Partners VI is a stockholder of former client Ontex Mayen GmbH (closed 2014); and • Affiliate company Goldman Sachs European Specialty Interest Group is a former client (closed 2015).
Guggenheim Funds Investment Advisors, LLC and Guggenheim Securities, LLC	Unsecured Lenders	<ul style="list-style-type: none"> • Parent company Guggenheim Partners LLC is the ultimate parent company of former client Los Angeles Dodgers LLC (closed 2015).
GW&K Investment Management LLC	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company Systematic Financial Management, L.P. is a major equity holder of current client Alpha Natural Resources, Inc. and an interested party in the Alpha Natural Resources, Inc., et al. chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate company BlueMountain Capital Management LLC is: (a) a former client (closed 2016); and (b) a member of former client MF Global Lender Group (closed 2015); and • Affiliate company Trilogy Global Advisors, L.P. is a former client (closed 2014).
The Hartford Hartford Investment Management Company	Insurers Unsecured Lenders	<ul style="list-style-type: none"> • Hartford Insurance is a member of former client Pacific Coast Automobile Underwriters Conference (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Highland Capital Management	Secured Lenders	<ul style="list-style-type: none"> Current client HCRE Partners LLC is owned by an individual who is also the owner of Highland Capital Management.
HollyFrontier Refining & Marketing	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> HollyFrontier Refining & Marketing is a former client (closed 2014); and Parent company HollyFrontier Corporation (fka Holly Corporation) is: (a) a former client (closed 2014); and (b) a significant shareholder of former client Holly Energy Partners, L.P. (closed 2014).
<p>Houlihan Lokey, Inc.</p> <p>Robeco Institutional Asset Management B.V.</p>	<p>Known Professionals for Secured/ Unsecured Lenders</p> <p>Secured Lenders</p>	<ul style="list-style-type: none"> Houlihan Lokey, Inc. is: (a) a former client (closed 2015); and (b) the employer of an individual who is a current client; Affiliate company Orix USA Corporation is: (a) a current client; and (b) a partner and 49% owner of current client Mariner Investment Group LLC; Affiliate companies Red Capital Advisors LLC and Red Mortgage Capital LLC are co-clients in a current matter with current client PNC Financial Services Group; and Affiliate company Red Capital Group LLC is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
HSBC Bank USA, National Association	Secured Lenders	<ul style="list-style-type: none"> • HSBC Bank USA, National Association and affiliate company HSBC Global Asset Management (USA), Inc. (both closed 2016); affiliate companies HSBC International Trustee Limited and HSBC Trustee (C.I.) Limited (both closed 2015); and affiliate companies HSBC México, S.A., Institución de Banca Múltiple Grupo Financiero HSBC, HSBC Trinkaus & Burkhardt AG and HSBC Canada (all closed 2014) are former clients; • Parent company HSBC Holdings Plc is a member of former client The Clearing House Payments Company LLC (closed 2015); • Affiliate companies <i>HSBC France, The Hong Kong and Shanghai Banking Corporation Limited</i> and <i>HSBC Mexico, S.A.</i> are current clients; • Affiliate company <i>HSBC Securities (USA) LLC</i> is: (a) a current co-client in a current matter with current client <i>JPMorgan Chase Bank, N.A.</i>; and (b) a former co-client with current client <i>Citigroup, Inc.</i> in a matter concluded in 2015; and • Affiliate company <i>HSBC Securities and Capital Markets (India) Private Limited</i> is a co-client with current client <i>Kotak Mahindra Capital Co., Ltd.</i> in one current matter and one former matter concluded in 2014.
Huatai Property and Casualty Insurance Co., Ltd.	Insurers	<ul style="list-style-type: none"> • To the extent it may be related to the named party in interest, <i>Huatai Financial Holdings (Hong Kong) Limited</i> is a current client.
Huntington National Bank	Major Equipment Lessors	<ul style="list-style-type: none"> • Huntington National Bank is: (a) a former client (closed 2014); and (b) a participant in a joint venture with current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and • Parent company Huntington Bancshares, Inc. is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Illinois Department of Natural Resources, Explosives Division Illinois Department of Transportation Illinois Emergency Management Agency Illinois Environmental Protection Agency State of Illinois Department of Natural Resources</p>	<p>Environmental Regulatory Agencies and Reclamation Bonding Entities</p>	<ul style="list-style-type: none"> • Illinois state-regulated entity <i>Board of Trustees of the University of Illinois</i> is a current client; and • The Illinois Finance Authority is a former co-client with several health care facilities, health systems and housing communities in matters that were concluded in 2014 and 2015.
<p>Indiana Department of Homeland Security Indiana Department of Environmental Management Indiana Department of Transportation Indiana State Department of Health State of Indiana Department of Natural Resources</p>	<p>Environmental Regulatory Agencies and Reclamation Bonding Entities</p>	<ul style="list-style-type: none"> • The State of Indiana, is: (a) a former client (closed 2015); and (b) the governing entity for current client <i>Indiana University Health</i>.
<p>Indiana Michigan Power Company and Southwestern Electric Power Company</p>	<p>Major Customers</p>	<ul style="list-style-type: none"> • Affiliate companies <i>American Electric Power Service Corporation</i> and <i>AEP Energy Services, Inc.</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>The Industrial and Commercial Bank of China</i>	Secured Lenders	<ul style="list-style-type: none"> • <i>The Industrial and Commercial Bank of China</i> is a current client; • Affiliate company Industrial and Commercial Bank of China Limited is a joint venture partner with current client <i>Relativity Media LLC</i> and an interested party in the <i>Relativity Fashion LLC, et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Governing entity, the Government of the Peoples Republic of China, is: <ul style="list-style-type: none"> (a) the governing entity of current clients <i>COFCO Limited, China State Construction Engineering Corporation (Middle East) LLC, Florens Container Services Company Limited, China Investment Corporation, COSCO Belgium NV China Ocean Shipping Company, CDB Leasing Co., Ltd., Shenzhen Energy Corporation, China Orient Asset Management (International) Hong Kong Limited, Bank of China Limited, China FAW Co., Ltd., China Merchants Finance Holdings Company Limited, Cofco Limited, Yunan Energy Investment (HK) Co. Limited, Yima Coal Industry Group Co., Ltd., Duferco S.A. and The Export-Import Bank of China;</i> (b) the governing entity of former clients China Harbour Engineering Company, Ltd., China National Machinery Industry Corporation and CITIC Private Equity Funds Management Co., Ltd. (all closed 2014); CITIC Dicastal (Europe) Investment Holdings GmbH Co. KG, Beijing General Aviation (Group) Co. Ltd., China Guodian Corporation, China Eastern Airlines Corporation Limited, China Railway Resources Investment Ltd., Chery Automobile Co., Ltd., Chengdu Investment Holding Group Co., Ltd., ICBC (London) Plc and Great Wall Drilling Company, Ltd. (all closed 2015); and Florens Management Services (Macao Commercial Offshore) Ltd., CITIC International Holding Limited, China Railway Materials Commercial Corporation, CCCC International Holding Limited, China National Offshore Oil Corporation (CNOOC) and Chongqing Polycomp International Corporation (all closed 2016);

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>(c) the governing entity of CITIC Group Corporation, the parent company of current client <i>CLSA Limited</i> and the ultimate parent of current clients <i>Comnet (USA) LLC</i> and <i>Pacific Networks Corporation</i>;</p> <p>(d) the governing entity of China Railway Signal and Communication Corporation (CRSC), the parent company of current client <i>CRSC International Holding Company, Ltd.</i>;</p> <p>(e) the governing entity of Aviation Industry Corporation of China, the parent company of former client Avic International Kairong Ltd. (closed 2016); and</p> <p>(f) the governing entity of Avic Automobile Industry Holding Company, the ultimate parent company of current client <i>Nesteer Automotive Corporation</i>; and</p> <ul style="list-style-type: none"> • <i>The Peoples Republic of China</i> is: (a) a current client; and (b) the governing entity of current client <i>Ministry of Commerce of the Government of the Peoples Republic of China</i>; • State-Owned Assets Supervision and Administration Commission of the State Council (SASAC), a government regulated entity, is: (a) the ultimate parent of current clients <i>AVIC International Holding (Zhuhai) Company Limited</i>, <i>CSR Qingdao Sifang Co., Ltd.</i> and <i>Lycored Ltd.</i>; and (b) the governing entity of the parent company of Sinochem Corporation, which is a 50% joint owner of former client Newport Tank Containers, Inc. (closed 2015); • The Government of Taiwan (Republic of China) is the governing entity of current client <i>Trans Pacific Technology Fund (TPTF) Corporation Limited</i>; and • Ministry of Education of The Peoples Republic of China, a government regulated entity, is the governing entity of former client Shanghai Jiao Tong University (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
ING Financial Markets LLC	Secured Lenders	<ul style="list-style-type: none"> • Affiliate companies <i>ING Capital LLC</i> and <i>ING Financial Services LLC</i> are current clients; • Affiliate company ING Bank N.V. is: (a) a former co-client with current client <i>Intesa SanPaolo</i> in a matter concluded in 2016; and (b) the employer of an individual who is a current client; • Affiliate companies ING Alternative Asset Management LLC and ING Investments LLC are former co-clients in a joint representation of FBLV term lenders that was concluded in 2015; • Affiliate company ING Real Estate Development International BV is a former co-client with former client Sierra Developments Holding BV (closed 2015) in a matter concluded in 2014; and • Affiliate companies ING Financial Markets S.A. (Spain) (closed 2014); and ING Capital Markets LLC (closed 2015) are former clients.
Integrated Logistics Company Pty Ltd.	Non-Filing Companies and Affiliates	<ul style="list-style-type: none"> • Parent company <i>Park Ohio Industries, Inc.</i> is a current client.
Intermediate Capital Group, Inc.	Secured Lenders	<ul style="list-style-type: none"> • Parent company <i>Intermediate Capital Group Plc</i> is: (a) a current client; and (b) the parent company of former client Gerflor SAS (closed 2015).
<i>Invesco Advisers, Inc.</i>	Unsecured Lenders	<ul style="list-style-type: none"> • <i>Invesco Advisers, Inc.</i> is: (a) a current client; and (b) a co-client in a current matter with affiliate companies and co-clients <i>W.L. Ross & Co. LLC</i> and <i>Invesco Partnership Fund VI L.P.</i>; • Affiliate company and current client <i>W.L. Ross & Co. LLC</i> is: (a) a co-client in a current matter with current client <i>NBNK Investments Plc</i>; and (b) a 50% stockholder of former client Berkeley Point Financial LLC (closed 2014); • Affiliate companies <i>Invesco Private Capital, Inc.</i> and <i>Invesco Asset Management Limited</i> are current clients; and • Affiliate companies Invesco UK Limited (closed 2014) and Invesco Group Services, Inc. (closed 2015) are former clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Jefferies LLC</i>	Unsecured Lenders	<ul style="list-style-type: none"> • <i>Jefferies LLC</i>, fka former client Jefferies & Company, Inc. (closed 2014), is: (a) a current client; (b) a minority joint venture partner in current client <i>Visible Alpha LLC</i>; and (c) a co-owner and partner in affiliate company and current client <i>Jefferies Finance LLC</i>; • Affiliate company <i>Jefferies Group LLC</i> fka Jefferies Group, Inc. is: (a) a co-client in a current matter with <i>Jefferies LLC</i> and affiliate companies and co-clients, <i>Jefferies International (Holdings) Limited</i> and <i>Jefferies Bache Limited</i>; and (b) a member, along with affiliate company and current client <i>Jefferies Loancore LLC</i>, of current client <i>Divco West Real Estate Services, Inc.</i>; • Affiliate company <i>Jefferies India Private Limited</i> is: (a) a current client; (b) a co-client in a current matter with current client <i>Bank of America Corporation</i>; and (c) a former co-client with current client <i>Axis Capital Limited</i> in a matter concluded in 2015; • Affiliate company <i>Jefferies International Limited</i> is: (a) a current client; and (b) a former co-client with <i>Jefferies LLC</i> in a matter concluded in 2015; and • Affiliate company <i>National Beef Packing Company LLC</i> is a current client. • See also entry above for <i>Babson Capital Management Group LLC</i>, dba <i>Babson Capital</i> regarding related disclosure.
<i>Joy Global Surface Mining, Inc.</i> and Joy Global Underground Mining LLC	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • <i>Joy Global Surface Mining, Inc.</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>JPMorgan JPMorgan Chase Bank, N.A., JPMorgan Whitefriars, Inc.</p> <p>JPMorgan Chase Bank Chase Bank /Correspondence Clearing Services</p> <p>J.P. Morgan Investment Management, Inc. and J.P. Morgan Securities, LLC</p>	<p>Secured Lenders</p> <p>Secured Lenders and Unsecured Lenders</p> <p>Unsecured Lenders</p>	<ul style="list-style-type: none"> Parent company JPMorgan Chase & Co. is a member of former client The Clearing House Payments Company LLC (closed 2015); Affiliate companies JPMorgan, JPMorgan Chase, National Association, JPMorgan Chase Bank, N.A., One Equity Partners LLC and JPMorgan Securities Plc are current clients; Affiliate company JPMorgan Securities LLC is: (a) a current client; (b) a co-client in a current matter and a former co-client in two matters, both concluded in 2014, with current client KeyCorp; and (c) a former co-client with affiliate company and former co-client JPMorgan Acceptance Corporation and affiliate company and current client JPMorgan Chase Bank, N.A. in a matter concluded in 2014; Affiliate company JPMorgan India Private Limited is: (a) a co-client in a current matter with current client Bank of America Corporation; and (b) a former co-client with current client CLSA Limited in a matter concluded in 2016; and Affiliate companies JPMorgan Private Equity Ltd. and JPMorgan Mortgage Acquisition Corporation are former clients (both closed 2014).
Kayne Anderson Capital Advisors, L.P.	Unsecured Lenders	<ul style="list-style-type: none"> Affiliate company Kayne Anderson Private Advisors, L.P. is a former client (closed 2014).
<p>Kentucky Utilities Company</p> <p>LG&E and KU Services Company</p>	<p>Major Utilities</p> <p>Major Customers</p>	<ul style="list-style-type: none"> Kentucky Utilities Company and parent company LG&E and KU Services Company are current clients; and Affiliate company LG&E Energy LLC is a former client (closed 2015).
Kirkland & Ellis LLP	Known Professionals for Secured/ Unsecured Lenders	<ul style="list-style-type: none"> Affiliate company Kirkland & Ellis International LLP is a former client (closed 2015).
KPMG LLP	Debtors' Professionals	<ul style="list-style-type: none"> Affiliate company KPMG Australia is a current client.
Linden Advisors, L.P.	Secured Lenders	<ul style="list-style-type: none"> Linden Advisors, L.P. is a current or former significant equity holder of current client Molycorp, Inc. and an interested party in the Molycorp, Inc., et al. chapter 11 cases in which Jones Day is debtors' counsel.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Logan Circle Partners, L.P.	Secured Lenders	<ul style="list-style-type: none"> • Parent company Fortress Investment Group LLC is: (a) a current client; (b) a co-client in a current joint representation of Southcross Energy term lenders; (c) a co-client in current client Steering Committee of First Lien Lenders/RCS Capital Corporation; (d) a joint venture partner in former client Walker & Dunlop Commercial Property Funding LLC (closed 2015); (e) a majority owner of former client Nationstar Mortgage Holdings, Inc. (closed 2014); and (f) a stockholder of former client Air Castle Advisor LLC (closed 2014); • Affiliate company Fortress Credit Corporation is a current client; and • Affiliate company Maternity Centers of America LLC is a former client (closed 2015).
MacKay Shields LLC	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Parent company New York Life Insurance Company is the ultimate parent company of current client Madison Capital Funding LLC. • <i>See also</i> entry below for New York Investment Management LLC regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p><i>Macquarie Bank Limited</i></p> <p>Macquarie Equipment Capital, Inc.</p>	<p>Secured Lenders</p> <p>Major Equipment Lessors</p>	<ul style="list-style-type: none"> • <i>Macquarie Bank Limited.</i> is: (a) a current client; and (b) an equity holder of current client <i>Relativity Media LLC</i> and an interested party in the <i>Relativity Fashion LLC, et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate companies <i>Macquarie Water Heater Rentals LLC, Macquarie Atlas Roads International Limited, Macquarie Capital Group Limited, Macquarie Infrastructure and Real Assets (Europe) Limited, Macquarie Infrastructure and Real Assets, Inc., Macquarie European Infrastructure Fund, L.P. (MEIF, L.P.), Macquarie Global Infrastructure Funds 2, Macquarie European Infrastructure Fund 4, L.P., Macquarie Energy LLC, Macquarie Goodman Funds Management Limited, Macquarie Goodman Industrial Trust Goodman International Limited, Goodman Limited, Goodman UK Limited, Macquarie Tristone, and MEIF II Channel Islands Transport Limited</i> are current clients; • Affiliate company <i>Macquarie Capital (USA), Inc.</i> is: (a) a current client; (b) a co-client in current matters with affiliate companies and current clients <i>Macquarie Water Heater Rentals Holdings 2 LLC, Macquarie Capital (Singapore) Pte Ltd.</i> and <i>Macquarie Bank Limited, London Branch</i>; (c) a former co-client with affiliate company and former co-client Macquarie Capital (Hong Kong) Limited in a matter concluded in 2015; and (e) a stockholder of former client Harley Marine Services, Inc. (closed 2015);

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Macquarie Group Limited is: (a) a former client (closed 2015); and (b) a joint venture owner of M.D. Sass-Macquarie Financial Strategies, L.P., the parent company of current client <i>Amerra Capital Management LLC</i>; • Affiliate company <i>Macquarie Capital (India) Private Limited</i> is a co-client in a current matter with current clients <i>Bank of America Corporation</i> and <i>DSP Merrill Lynch Ltd.</i> and (b) a former co-client with current client <i>IDFC Bank Limited</i> in a matter concluded in 2016; • Affiliate company Macquarie DDR Trust (MDT) is an affiliated entity of current client <i>DDR Corporation</i>; • Current client <i>Alfred Medical Imaging Pty Limited</i> is a 55.31% owner of affiliate company Macquarie Medical Imaging Pty Ltd.; • Affiliate company Macquarie Capital Securities (India) Pvt. Ltd. is a former co-client with current client <i>IDFC Bank Limited</i> in a matter concluded in 2016; • Affiliate company Macquarie Group is a joint venture partner of and an equity holder in the parent company of former client HPI Fleet & Mobility (France) (closed 2014); and • Affiliate companies Goodman Japan Limited and Macquarie Mexico Infrastructure Management S.A. de C.V. are former clients (both closed 2014).
<i>Marathon Asset Management, L.P.</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Marathon Asset Management, L.P.</i> is a current client in a current group representation of Atlas Iron lenders.
<i>Marathon Petroleum Corporation</i> , fka Marathon Petroleum Company LLC	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • <i>Marathon Petroleum Corporation</i>, fka Marathon Petroleum Company LLC, is: (a) a current client; (b) a co-client in three current matters, and a former co-client in two matters, both concluded in 2015, with affiliate company and current client <i>Marathon Petroleum Company, L.P.</i>; and (c) a co-client in three current matters, and a former co-client in three matters, all concluded in 2015, with affiliate company and current client <i>Marathon Pipe Line LLC</i>; and • Former sister company Marathon Oil Company is a former client (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Marsh USA, Inc.	Insurance Brokers	<ul style="list-style-type: none"> Affiliate companies Victor O Schinnerer & Company Ltd. and Oliver Wyman Group are current clients.
Mason Street Advisors LLC	Unsecured Lenders	<ul style="list-style-type: none"> Parent company Northwestern Mutual Life Insurance Company is an investor in current client Baird Capital.
Mesirow Financial, Inc.	Unsecured Lenders	<ul style="list-style-type: none"> Mesirow Financial, Inc. and affiliated entity Management Committee of Mesirow Financial Consulting LLC are current clients.
Metropolitan Asset Management LLC	Unsecured Lenders	<ul style="list-style-type: none"> Affiliate company The TCW Group, Inc. is a co-client and co-defendant in a current defense group representation of General Motors term lenders.
Metropolitan West Asset Management LLC	Secured Lenders	<ul style="list-style-type: none"> Affiliated entity Metropolitan West High Yield Bond Fund is a co-client in a current defense group representation of General Motors term lenders.
MidAmerican Energy Company	Major Customers	<ul style="list-style-type: none"> MidAmerican Energy Company is a former co-client in former client Missouri Gas Energy, A Division of Laclede Gas Company, et al. (closed 2015); Affiliate companies Scott Fetzer Company, The Lubrizol Company and Johns Manville Corporation are current clients; Affiliate company BNSF Railway Company is: (a) a current client; and (b) a member of current client California Railroad Group; and Affiliate companies McLane Company, Inc. and Nylok LLC are former clients (both closed 2015).
Midwest Generation LLC and NRG Power Marketing LLC	Major Customers	<ul style="list-style-type: none"> Midwest Generation LLC is: (a) a current client; and (b) a former co-client with former parent company and former client Edison Mission Energy Ltd. (closed 2015) in a matter concluded in 2015; Parent company NRG Energy, Inc. is: (a) a current client; and (b) a co-client in a current matter with affiliate company and co-client Midwest Generation Procurement Services LLC; and Affiliate companies NRG Yield, Inc. and NRG Development & Finance are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
MJX Asset Management LLC	Secured Lenders	<ul style="list-style-type: none">• MJX Asset Management LLC is: (a) a former client (closed 2014); and (b) a member of a former joint representation of FBLV (Fountainbleau Las Vegas) term lenders (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Morgan Stanley</p> <p>Morgan Stanley Bank, N.A.</p> <p>Morgan Stanley & Co. LLC</p> <p>Morgan Stanley Investment Management, Inc.</p> <p>Morgan Stanley Wealth Management</p>	<p>Major Equity Holders</p> <p>Secured Lenders</p> <p>Unsecured Lenders</p>	<ul style="list-style-type: none"> • Parent company Morgan Stanley is: (a) a 50% owner of former client MS Rialto The Lakes CA LLC (closed 2015); (b) a former co-client with current client Bank of America Corporation in a matter concluded in 2014; (c) a former co-client with affiliate company and current client Morgan Stanley International Limited in a matter concluded in 2015; and (d) the former employer of an individual who is a former client (closed 2016); • Affiliate companies Morgan Stanley Real Estate Fund III, Morgan Stanley Real Estate Fund IV, Morgan Stanley Real Estate Fund V, Morgan Stanley Real Estate Fund VI, Morgan Stanley Real Estate Fund VII, Morgan Stanley Real Estate Fund VIII Global, Morgan Stanley Real Estate Fund VIII Global-G.P., L.P., Morgan Stanley European Real Estate Special Situations Fund II, Morgan Stanley & Co. International Ltd., Morgan Stanley Private Equity, Morgan Stanley Bank International Limited, Morgan Stanley Private Wealth Limited, Morgan Stanley Tokyo Properties Limited, Morgan Stanley Institutional Equity Division, Morgan Stanley Real Estate Advisor, Inc. and Morgan Stanley Eurozone Fund are current clients; • Affiliate company Morgan Stanley & Co. Incorporated is: (a) a current client; (b) a former co-client with former client Credit Suisse Securities (USA) LLC (closed 2014) in a matter concluded in 2014; and (c) a co-client in a current matter, and a former co-client in two former matters, both concluded in 2014, with current client KeyCorp; • Affiliate company Morgan Stanley Mortgage Servicing Limited, nka current client Mount Street Mortgage Servicing Limited is: (a) a current client; and (b) a former co-client with affiliate company and current client Mortgage Stanley & Co. International Ltd. in two matters, both concluded in 2015; • Affiliate company Morgan Stanley Realty, Inc. is: (a) a current client; and (b) a former co-client with affiliate company Morgan Stanley P2 Value Fund and affiliate company and former client Morgan Stanley Real Estate Investment GmbH (closed 2015) in a matter concluded in 2014;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company <i>Morgan Stanley India Company Private Limited</i> is: (a) a current client; (b) a co-client in a current matter with current client <i>Bank of America Corporation</i>; (c) a former co-client with current client <i>JM Financial Institutional Securities Limited</i> in a matter concluded in 2015; (d) a former co-client with current client <i>SBI Capital Markets Limited</i> in a matter concluded in 2016; (e) a former co-client with current client <i>Kotak Mahindra Capital Co., Ltd.</i> in a matter concluded in 2014; and (f) a former co-client with current client <i>CLSA Limited</i> in a matter concluded in 2014; • Affiliate company Morgan Stanley's Strategic Investments 1, Inc. is a minority joint venture partner in current client <i>Visible Alpha LLC</i>; • Affiliate company Morgan Stanley FBO is an equity security holder of current client <i>Relativity Media LLC</i> and an interested party in the <i>Relativity Fashion LLC, et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and • Affiliate companies Morgan Stanley RE Fund II (closed 2015); Morgan Stanley Asia Limited, Morgan Stanley Dean Witter Asia Ltd., Morgan Stanley Dean Witter (Hong Kong) Holdings, Morgan Stanley Asia (Taiwan) Ltd. (all closed 2014) are former clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
MUFG Union Bank, National Association, fka Union Bank, N.A.	Secured Lender	<ul style="list-style-type: none"> • MUFG Union Bank, National Association, fka Union Bank, N.A. is: (a) a former client (closed 2015); and (b) a member of former client The Clearing House Payments Company LLC (closed 2015); • Affiliate company <i>Mitsubishi UFJ Securities (USA), Inc.</i> is a current client; • Affiliate company <i>Bank of Tokyo-Mitsubishi UFJ Ltd.</i> is: (a) a current client; and (b) a co-client in a current matter with current client <i>DBS Bank (Hong Kong) Limited</i>; • Affiliate company Mitsubishi UFJ Lease (Singapore) Pte Ltd. is a former co-client with affiliate company and former client Mitsubishi UFJ Lease & Finance Company Limited (closed 2015) in a matter concluded in 2014; • Affiliate companies Bank of Tokyo-Mitsubishi UFJ Ltd., Milan Branch and Mitsubishi UFJ Trust and Banking Corporation (both closed 2015); and Mitsubishi UFJ Research & Consulting Co, Ltd., BOT Lease Co., Ltd. and Mitsubishi UFJ Nicos Co, Ltd. (all closed 2014) are former clients; and • Affiliate company Mitsubishi UFJ Securities International Plc is: (a) a former client (closed 2015); and (b) a former co-client with affiliate company and former co-client The Bank of Tokyo-Mitsubishi UFJ Ltd., Sucursal En España in a joint representation of Termosolares Plant lenders that was concluded in 2014.
Nalco Company	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • Parent company Ecolab, Inc. is a former client (closed 2015).
Navajo Nation Navajo National Environmental Protection Agency	Landlords Environmental Regulatory Agencies and Reclamation Bonding Entities	<ul style="list-style-type: none"> • Navajo Nation is the sole owner and member of current client <i>Navajo Transitional Energy Company LLC</i>.
Neuberger Berman Fixed Income LLC	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Parent company Neuberger Berman LLC is the holding company of former client Lehman Brothers, Inc. (closed 2014); and • Affiliate company Neuberger Berman Europe Limited is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>New Mexico Gas Company</i>	Major Utilities	<ul style="list-style-type: none"> • <i>New Mexico Gas Company</i> and parent company <i>TECO Energy, Inc.</i> are current clients.
New York Life Investment Management LLC	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company <i>Madison Capital Funding LLC</i> is: (a) a current client; and (b) a stockholder of former client MSD Performance, Inc. (closed 2015); • Affiliate company <i>Private Advisors Secondary Fund V, L.P.</i> is a current client; and • Affiliate company Cuyahoga Capital Partners is a former client (closed 2015). • See also entry above for MacKay Shields LLC regarding related disclosure.
Nomura Corporate Research and Asset Management, Inc.	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate companies <i>Nomura Global Financial Products, Inc.</i>, <i>Nomura International HK</i>, <i>Nomura Special Investments</i>, <i>Nomura International Plc</i>, and <i>Banque Nomura France</i> are current clients; • Affiliate company Nomura Securities Co., Ltd. is a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and • Affiliate company <i>Nomura Financial Advisory and Securities (India) Private Limited</i> is a co-client in a current matter with current client <i>JM Financial Institutional Securities Limited</i>.
Oak Hill Advisors, L.P.	Secured Lenders	<ul style="list-style-type: none"> • Oak Hill Advisors, L.P. is a stockholder in former client McCarthy & Stone Limited (closed 2015); • Parent company Oak Hill Capital Partners, L.P. is a stockholder of Southern Air Holdings, Inc., a related party in current client <i>Board of Directors of Southern Air Holdings Inc.</i>; • Affiliate company Oak Hill Capital Management LLC is: (a) a former client (closed 2014); and (b) a 50% partner in former client Varagon Capital Partners, L.P. (closed 2016); and • Affiliate company Oak Hill Aircraft Acquisition LLC is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Oaktree Capital Management, L.P.</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Oaktree Capital Management, L.P.</i> is: (a) a current client; (b) the parent company of current client <i>Aleris International, Inc.</i>; (c) a client, acting as agent on behalf of certain funds and accounts it manages, in current client <i>Ad Hoc Group of Puerto Rico ERS Bondholders</i>; (d) a member of current client <i>Puerto Rico Bondholders</i>; (e) a co-client, together with affiliate companies and co-clients <i>Oaktree High Yield Fund II, L.P.</i>, <i>Oaktree High Yield Fund, L.P.</i>, <i>Oaktree Loan Fund 2X (Cayman), L.P.</i>, <i>Oaktree Loan Fund 2X TRS SPV 1, L.P.</i>, <i>Oaktree Senior Loan Fund, L.P.</i>, <i>Oaktree High Yield Plus Fund, L.P.</i> and <i>Oaktree Loan Fund, L.P.</i> in a current defense group representation of General Motors term lenders; (f) a former co-client together with affiliate companies and former co-clients Oaktree Opportunities Fund VIII (Parallel 2), L.P., Oaktree Value Opportunities Fund Holdings, L.P., Oaktree Value Opportunities Fund, L.P., Oaktree Opportunities Fund VIII, L.P., Oaktree Opportunities Fund VIII (Parallel), L.P., Oaktree Huntington Investment Fund, L.P. and Oaktree Opportunities Fund VIII Delaware, L.P. in a joint representation that was concluded in 2014; (g) a former or significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and (h) a member of former clients Tribune Senior Lender Group and Travelport Senior Noteholders (both closed 2014); • Affiliate company <i>Oaktree Real Estate Opportunities Fund VI, L.P.</i> is a current client;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate companies <i>Oaktree Value Opportunities Fund, L.P.</i>, <i>Oaktree Opportunities Fund VIIIB, L.P.</i>, <i>Oaktree Opportunities Fund VIIIB (Parallel), L.P.</i>, <i>Oaktree FF Investment Fund, L.P.</i>, <i>Oaktree Opportunities Fund VIII (Parallel 2), L.P.</i>, <i>Oaktree Opportunities Fund VIII (Parallel), L.P.</i>, <i>Oaktree Opportunities Fund VIII, L.P.</i> and <i>Oaktree Capital Management, L.P.</i> are co-client members of a current joint representation of Caesars Entertainment Corporation Noteholders ; • Affiliate company <i>Oaktree FF Investment Fund, L.P.</i> is: (a) a member of current client <i>CEOC Official Committee of Second Priority Noteholders</i>; and (b) a co-client with affiliate company and co-client <i>OCM Opportunities Fund VI, L.P.</i> in a current joint representation of CEOC Second Priority Trustee Noteholders; • Affiliate companies <i>Oaktree FF Investment Fund, L.P. Class B</i>, <i>Oaktree Opportunities Fund VIII Delaware, L.P.</i>, <i>Oaktree Opportunities Fund VIIIB Delaware, L.P.</i>, <i>Oaktree Value Opportunities Fund Holdings, L.P.</i>, and <i>OCM Opportunities Fund VII Delaware, L.P.</i> are co-client defendants in a current joint representation of CEOC Second Lien Defendants; and • Affiliate company <i>OCM Opportunities Fund VI, L.P.</i> is a co-client in a current joint representation of CEOC Petitioning Creditors.
Octagon Credit Investors LLC	Secured Lenders	<ul style="list-style-type: none"> • Affiliate company Cathay United Bank is a former client (closed 2015).
<i>Oklahoma Gas and Electric Company</i>	Major Customers	<ul style="list-style-type: none"> • <i>Oklahoma Gas and Electric Company</i>, parent company <i>OGE Energy Corporation</i> and affiliate company <i>Enable Midstream Partners, L.P.</i> are current clients.
P&S Credit Management, L.P.	Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate companies <i>Moelis & Company LLC</i> and <i>Freeport Financial Partners LLC</i> are current clients.
Pacific Life Fund Advisors LLC	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Ultimate parent company <i>Pacific Mutual Holding Company</i> is a current client; and • Affiliate company Aviation Capital Group Corporation is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Paloma Partners Management Company	Unsecured Lenders	<ul style="list-style-type: none"> Paloma Partners Management Company and affiliate companies Paloma Investment Advisers Group and Paloma Partners LLC are former clients (all closed 2014).
Pershing Advisor Solutions LLC	Unsecured Lenders	<ul style="list-style-type: none"> Parent company <i>The Bank of New York Mellon Corporation</i> is: (a) a current client; (b) a member of current client <i>Allegheny Education Health Research Foundation (AHERF) Creditors' Committee</i>; (c) a member of former client The Clearing House Payments Company LLC (closed 2015); Affiliate company <i>Insight Investment Management Limited</i> is a current client; and Affiliate companies <i>The Bank of New York Mellon Hong Kong Branch</i>, <i>The Bank of New York Mellon, London Branch</i>, <i>BNY Mellon Corporate Trustee Services Limited</i>, <i>The Bank of New York Mellon (Luxembourg) S.A.</i> and <i>The Bank of New York Mellon, Seoul Branch</i> are co-clients in a current matter with current client <i>DBS Bank (Hong Kong) Limited</i>.
Phillips 66 Company	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> Affiliate company Phillips 66 Continental Holding GmbH Hamburg is a stockholder of current client <i>MiRO Mineraloelraffinerie Oberrhein GmbH & Co. KG</i>.
PIMCO – Pacific Investment Management Company	Unsecured Lenders	<ul style="list-style-type: none"> Parent company Allianz SE is the former employer of an individual who is a current client; Affiliate companies <i>Allianz Global Investors Europe</i> and <i>AZ-Argos 4 Vermögensverwaltungsgesellschaft mbH & Co. KG</i> are current clients; Affiliate company AGF Private Equity is a stockholder of current client <i>Integragen</i>; and Affiliate company Fireman's Fund insurance Company is a former shareholder of former client Magnequench International, Inc. (closed 2015).
PineBridge Investments LLC	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> PineBridge Investments LLC is a member of former client Method Holdings LLC (closed 2015); and Affiliate company <i>PineBridge Investments Asia Limited</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p><i>PNC Bank, National Association</i></p> <p>PNC Capital Advisors LLC</p> <p>PNC Equipment Finance</p>	<p>Accounts Receivable Securitizations Facility Lenders and Secured Lenders</p> <p>Unsecured Lenders</p> <p>Major Equipment Lessors</p>	<ul style="list-style-type: none"> • <i>PNC Bank, National Association</i> is: (a) a current client; (b) a member of current client <i>Allegheny Health Education Research Foundation (AHERF) Creditors' Committee</i>; (c) a co-client in several current matters and two former matters concluded in 2015 and 2016, respectively, with parent company and current client <i>PNC Financial Services Group</i>; • Parent company and current client <i>PNC Financial Services Group</i> is: (a) a member of former client Clearing House Payments Company LLC (closed 2015); (b) a co-client with several of its affordable rental housing preservation funds, capital investment funds and other funds in numerous current matters, and two former matters concluded in 2015 and 2016, respectively; (c) a co-client in a current matter with affiliate company and co-client <i>PNC Capital Markets LLC</i>; and (d) a former co-client with affiliate company and former co-client PNC Investments LLC in a matter concluded in 2014; • Affiliated entity <i>The National City Corporation Management Severance Plan, as Amended and Restated Effective January 1 2005</i> is a co-client and a co-defendant in one current matter, and one former matter concluded in 2014, with parent company and co-client <i>PNC Financial Services Group</i>; and • Affiliate companies <i>PNC Financial Services UK Ltd.</i>, <i>PNC Erieview Capital</i> and <i>PNC Business Credit</i> are current clients.
<p>Port Kembla Coal Terminal Limited (PKCT)</p>	<p>Non-Filing Companies and Affiliates</p>	<ul style="list-style-type: none"> • Current client <i>Glencore Ltd.</i> is one of the six equal shareholders, including <i>Peabody Energy</i>, who operate Port Kembla Coal Terminal Limited (PKCT); and • Affiliate company Glencore International AG is a stockholder of current client <i>Century Aluminum Company</i>.
<p>PPM America, Inc.</p>	<p>Secured Lenders</p>	<ul style="list-style-type: none"> • To the extent it may be related to the named party in interest, an entity named PPM Oost N.V. is a former co-client with former client Xsens Holding B.V. in a matter concluded in 2015.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
PricewaterhouseCoopers LLP	Debtors' Professionals	<ul style="list-style-type: none"> Affiliate company PricewaterhouseCoopers Finance & Recovery (Cayman) Ltd. is the employer of two individuals who are additional liquidators and co-clients in current client <i>Dickson, Hugh and McCann, Paul as Joint Liquidators of the Weaving Maco Fixed Income Fund Limited (in liquidation)</i>.
Providence Equity Partners, Inc.	Secured Lenders	<ul style="list-style-type: none"> Providence Equity Partners, Inc. is a co-owner of current client <i>Education Management Corporation</i>; and Affiliate company <i>Benefit Street Partners LLC</i> is a co-client in a current joint representation of iHeartCommunications, Inc. lenders and noteholders;
Prudential Investment Management	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> Affiliate company Prudential Insurance Company of America is a member of former client Prudential Insurance Company of America on Behalf of PRISA II and PR II Metroworld Michigan LLC (closed 2015).
<i>Public Service Company of Colorado</i>	Major Customers	<ul style="list-style-type: none"> <i>Public Service Company of Colorado</i> is: (a) a current client; and (b) a former co-client with parent company and current client <i>Xcel Energy, Inc.</i> in a matter concluded in 2014; and (c) a former co-client in former client Missouri Gas Energy, A Division of Laclede Gas Company, et al. (closed 2015); and Parent company and current client <i>Xcel Energy, Inc.</i> is: (a) a co-client in a current matter with affiliate companies and co-clients <i>Xcel Energy Transmission Development Company LLC</i> and <i>Xcel Energy Southwestern Transmission Company LLC</i>; (b) a co-client in a current matter with affiliate company and co-client <i>Xcel Energy Southwest Transmission Company LLC</i>; and (c) a co-client in a current matter with affiliate company and co-client <i>Xcel Energy Services, Inc.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>RBC Capital Markets LLC</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>RBS Capital Markets LLC</i>, and affiliate company <i>Royal Bank of Canada Europe Limited</i> are current clients; • Parent company <i>Royal Bank of Canada</i> is: (a) a current client; and (b) a former co-client with current client <i>Société Générale</i> in a matter concluded in 2014; • Affiliate company RBC Global Asset Management, Inc. is a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and • Affiliate company RBC Investor Services Banque France S.A is a former client (closed 2015).
Robert W. Baird & Company, Inc.	Unsecured Lenders	<ul style="list-style-type: none"> • Parent company <i>Baird Capital</i> is: (a) a current client; and (b) a co-client in a current matter with affiliate company and co-client <i>Baird Capital Partners V Limited Partnership</i>; and • Affiliate company <i>Baird Venture Partners III</i> is a current client.
William C. Rusnack	Debtors' Directors, Officers and Management	<ul style="list-style-type: none"> • Mr. Rusnack is a former co-client and co-defendant with former client Sempra Energy in a matter that was concluded in 2014.
Serengeti Asset Management, L.P.	Unsecured Lenders	<ul style="list-style-type: none"> • Serengeti Asset Management, L.P. is a member of former client MF Global Lender Group (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Siemens Financial Services	Major Equipment Lessors	<ul style="list-style-type: none"> • Parent company Siemens AG is: (a) a current client; (b) the former parent company of former client Osram Sylvania, Inc. (closed 2014); and (c) a stockholder of former client Voith Hydro GmbH & Co. KG (closed 2014); • Affiliate companies Siemens Ltd., Siemens HealthCare Ltd., Siemens Industry Software Limited, Asia Care Holding Ltd., Siemens Postal, Parcel & Airport Logistics Ltd., Siemens Transmission & Distribution France and Siemens Francs SAS are current clients; • Affiliate company Siemens Venture Capital GmbH (SVC) is: (a) a former client (closed 2015); and (b) a former co-client with former client i4g Investment GmbH (closed 2014) in a matter concluded in 2014; and • Affiliate companies BSH Hausgeräte GmbH (closed 2015); and Siemens Enterprise Communications Beteiligungen GmbH & Co. KG and Nokia Siemens Networks (both closed 2014); are former clients.
Société Générale	Secured Lenders	<ul style="list-style-type: none"> • Société Générale is: (a) a current client; (b) the parent company of TCW Group, Inc. and Crescent Capital Finance, Inc., which are both affiliated entities of Newstone Capital Partners LLC and two individuals who are former clients (all closed 2014); (c) a former co-client in a group representation of Termosolares Plant lenders, which was concluded in 2014; and (d) a former co-client with affiliate company and former co-client Société Générale de Banques Au Cameroun in a matter, which was concluded in 2015; • Affiliate companies Société Générale S.A. – Milan Branch, and Société Générale – Splitska Banka DD are current clients; and • Affiliate company Société Générale Corporate & Investment Banking is a co-client in a current matter with current client Standard Chartered Bank.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Soros Fund Management LLC	Secured Lenders	<ul style="list-style-type: none"> Soros Fund Management LLC is: (a) a former client (closed 2015); (b) a former co-client in a matter with former client Pine Brook Road Associates II, L.P. (closed 2014) that was concluded in 2014; (c) the beneficial owner of former client Chiquapo BVBA (closed 2014); and (d) the parent company of former client SFM HK Management Limited (closed 2014).
Sovereign Bank	Major Equipment Lessors	<ul style="list-style-type: none"> Parent company Banco Santander, S.A. is: (a) a current client; (b) a member of former client The Clearing House Payments Company LLC (closed 2015); and (c) a former co-client in a former joint representation of Termosolares Plant lenders that was concluded in 2014; Affiliate companies Banco Santander (México), S.A., Institución De Banca Múltiple, Grupo Financiero Santander México, Santander Consumer Bank AG, Gestion Santander, S.A. de C.V., Sociedad Operadora De Sociedades De Inversión, Grupo Financiero Santander and Gestión Santander, S.A. de C.V. are current clients; Affiliate company Banco Santander De Negocios, S.A. is a stockholder of current client Vista Capital De Expansion, S.A., S.G.E.C.R.; Affiliated funds Fondo Santander RV6, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander RV7, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander RV8, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander RV9, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander S16, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander S17, S.A. de C.V., Sociedad De Inversión De Renta Variable, Fondo Santander S18, S.A. de C.V., Sociedad De Inversión De Renta Variable and Fondo Santander S19, S.A. de C.V., Sociedad De Inversión De Renta Variable are co-clients in a current matter with parent company and co-client Banco Santander SA.; and Affiliate company Santander Bank, N.A. is a former client (closed 2015).
South Dakota Investment Council	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> Governing entity, State of South Dakota, is the governing entity for former client South Dakota Health & Educational Facilities Authority (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Standard Chartered Bank</i>	Secured Lenders	<ul style="list-style-type: none"> • <i>Standard Chartered Bank</i> is: (a) a current client; (b) a co-client in a current matter with affiliate companies <i>Standard Chartered Bank (Hong Kong) Limited</i> and <i>Standard Chartered Bank (China) Limited, Suzhou Branch</i>; (c) a co-client in a current matter with affiliate company and co-client <i>Standard Chartered Bank Korea Limited</i>; (d) a former co-client with current client <i>The Hong Kong and Shanghai Banking Corporation Limited</i> in a matter concluded in 2014; and (e) a former co-client with current client <i>Deutsche Bank AG, New York</i> in a matter concluded in 2016; • Affiliate company Standard Chartered Private Equity Advisory (India) Private Limited is a former co-client with current client <i>SBI Capital Markets Limited</i> in a matter concluded in 2016; • Affiliate company Standard Chartered Securities (India) Limited is a former co-client with current client <i>Bank of America Corporation</i> in a matter concluded in 2015; • Affiliate company <i>Standard Chartered Bank Korea Limited</i> is: (a) a co-client in a current matter with current client <i>DBS Bank (Hong Kong) Limited</i>; and (b) a former co-client with current client <i>BNP Paribas</i> in a matter concluded in 2015; and • Affiliate company <i>Standard Chartered Bank, France</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
State Street Global Advisors	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • State Street Global Advisors is a former client (closed 2015); • Parent company <i>State Street Corporation</i> and affiliate company <i>State Street Global Markets LLC</i> are current clients; • Affiliate company SSgA Funds Management Inc. is a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate company <i>State Street Bank and Trust Company</i> is: (a) a current client; and (b) the employer of an individual who is a current client; and • Affiliated entity <i>State Street Bank and Trust Company As Trustee of the FCA US LLC Master Retirement Trust</i> is a co-client in a current defense group representation of General Motors term lenders.
Sun Trust Equipment Finance & Leasing	Major Equipment Lessors	<ul style="list-style-type: none"> • Parent company <i>Sun Trust Banks, Inc.</i> and affiliate companies <i>Sun Trust Community Capital LLC</i> and <i>SunTrust Robinson Humphrey, Inc.</i> are current clients; • Affiliate company SunTrust Bank Atlanta as Trustee is a former client (closed 2014); and • Affiliate company <i>SunTrust Capital Markets, Inc.</i> is a co-client in a current matter with current client <i>Citigroup, Inc.</i>
<i>Taconic Capital Advisors, L.P.</i>	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • <i>Taconic Capital Advisors, L.P.</i> is: (a) a current client; and (b) a co-client in current client <i>Puerto Rico Bondholders</i>; and • Affiliated entity <i>Taconic Capital Advisors, L.P., On Behalf of Certain Managed Funds and Investment Vehicles</i> is a co-client in current client <i>Ad Hoc Group of PRASA Bondholders</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
TCW Investment Management Company	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate companies <i>The TCW Group, Inc.</i>, <i>TCW High Income Partners, Ltd.</i> and <i>TCW Senior Secured Loan Fund, L.P.</i> are co-clients in a current defense group representation of General Motors term lenders; • Affiliate companies TCW Crescent Mezzanine Partners II, L.P., TCW/Crescent Mezzanine Trust II, TCW Shared Opportunity Fund II, L.P., TCW Shared Opportunity Fund III, L.P. and TCW Leveraged Income Trust II, L.P. are stockholders of former client Magnequench International, Inc. (closed 2015); • Parent company <i>The Carlyle Group</i> is: (a) a current client; (b) former owner and private equity holder in current client <i>HD Supply, Inc.</i>; (c) the ultimate parent company of current client <i>Wesco Aircraft Hardware Corporation</i>; (d) a 50% owner of current client <i>Allison Transmission, Inc.</i>; (e) a joint venture partner in current client <i>Duff & Phelps LLC</i>; and (f) a co-client in a current matter with current client <i>Fortress Investment Group LLC</i>; • Affiliate company <i>Claren Road Asset Management</i> is: (a) a co-client in and member of current client <i>Puerto Rico Bondholders</i>; and (b) an equity holder of current client <i>Relativity Media LLC</i> and an interested party in the <i>Relativity Fashion LLC</i>, <i>et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate company <i>Carlyle Investment Management LLC</i> is a co-client in current client <i>Steering Committee of First Lien Lenders/RCS Capital Corporation</i>; • Affiliate company Carlyle Europe Real Estate Partners is a stockholder and joint venture partner of current client <i>UK Students JV S.a.r.l.</i>; and • Affiliate companies <i>Carlyle Investment Management Global LLC</i> and <i>Pucini Holding GmbH</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
TD Asset Management, Inc.	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Parent company <i>The Toronto Dominion Bank</i> is: (a) a current client; and (b) a co-client in two current matters, and a former co-client in a matter concluded in 2014, with affiliate company and co-client <i>TD Securities (USA) LLC</i>; • Affiliate companies, <i>TD Securities, Inc. (Vancouver)</i>, <i>Toronto Dominion (Texas)</i> and <i>TD Securities Limited</i> are current clients; • Affiliate company <i>TD Bank, N.A.</i> is: (a) a current client; and (b) a member of former client The Clearing House Payments Company LLC (closed 2015); and • Affiliate company <i>TD Securities (USA) LLC</i> is: (a) a current client; (b) a co-client in a current matter with affiliate company and co-client <i>TD Direct Investing (Europe) Limited</i>; and (c) a co-client in a current matter with affiliate company and co-client <i>Toronto Dominion Bank Securities, Inc.</i>
TIAA-CREF Investment Management	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Teachers Insurance and Annuity Association of America (TIAA) is a shareholder of former client Magnequench International, Inc. (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
TPG Capital, L.P.	Secured Lenders	<ul style="list-style-type: none"> • TPG Capital, L.P. is: (a) an investor with affiliate company TPG Growth Fund II, L.P. in current client <i>ChemEOR, Inc.</i>; (b) a former co-client with affiliate company TPG Growth Fund II, L.P. in a matter concluded in 2014; (c) the former parent company of Fenwal, Inc., which is a former client (closed 2014) and a former co-client with current client <i>Baxter International, Inc.</i> in a matter concluded in 2014; (c) a shareholder of former client Aptina Imaging Corporation (closed 2014); (d) a major stockholder of former client Ontex Mayen GmbH (closed 2014); and (e) a joint venture partner in Hamlet Holding LLC, the parent of Caesars Entertainment Corporation, which is a former co-client with current clients <i>Hilton Hotels Corporation, Wynn Resorts Limited</i> and <i>Treasure Island LLC</i> and former client Desert Palace, Inc., dba Caesars Palace, in a matter concluded in 2014; • Affiliate companies <i>TPG Newbridge Capital Limited, Castletlake, L.P.</i>, fka TPG Credit Management (UK) LLP, <i>Cushman & Wakefield K.K., Vertafore, Inc.</i> and <i>Isola Group S.a.r.l.</i> are current clients; • Affiliate company TPG Opportunities Management LLC is an investor in current client <i>Lundy L.P.</i>; • Affiliate company TPG Opportunities Partners, L.P. is a former co-client with current client <i>Goldman Sachs International</i> in two matters concluded in 2014 and one matter concluded in 2015; • Affiliate company TPG Opportunity Management is a stockholder of former client McCarthy & Stone Limited (closed 2015); and • Affiliate company IVD Holdings, Inc. is a former client (closed 2015).
TPH Asset Management LLC	Secured Lenders	<ul style="list-style-type: none"> • Parent company Tudor Pickering Holt & Co. is a former client (closed 2015).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
UBS AG UBS Securities LLC	Secured Lenders Unsecured Lenders	<ul style="list-style-type: none"> • UBS Securities LLC and affiliate company UBS Investment Bank are former clients (both closed 2015); • Parent company UBS AG is: (a) a current or former significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; (b) a major stockholder, along with affiliate company UBS Global Management, of current client <i>NII Holdings, Inc.</i> and an interested party in the <i>NII Holdings, Inc.</i> chapter 11 cases in which Jones Day is debtors' counsel; (c) a member of former client The Clearing House Payments Company LLC (closed 2015); and (d) the former employer of an individual who is a current client; • Affiliate company UBS Financial Services, Inc. is a major equity holder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; • Affiliate company UBS Securities India Private Limited is: (a) a former co-client with current client <i>Axis Capital Limited</i> in a matter concluded in 2016; (b) a former co-client with current client <i>Kotak Mahindra Capital Co.</i> in a matter concluded in 2014; and (c) a former co-client with former client Daiwa Corporate Investment Co., Ltd. (closed 2015) in a matter concluded in 2015; and • Affiliate company UBS Limited is a former co-client with current client <i>Jefferies LLC</i> in a matter concluded in 2014.
Union Wire Rope	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • Parent company Paine & Partners LLC is the owner through its investment fund, Paine & Partners Capital Fund III, L.P., of former client Icicle Seafoods, Inc. (closed 2014).
Unisource Energy Services	Major Utilities	<ul style="list-style-type: none"> • Affiliate company Tucson Electric Power Company is a former client (closed 2014).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
United Central Industrial Supply	Principal Trade Vendors	<ul style="list-style-type: none"> United Central Industrial Supply is a former client (closed 2014); Affiliate companies <i>Tekni-Plex, Inc.</i> and <i>GT Technologies, Inc.</i> are current clients; and Parent company American Securities LLC is an investor in current client <i>Metaldyne Performance Group, Inc.</i>
<i>U.S. Bank, National Association</i>	Indenture/ Administrative Trustees	<ul style="list-style-type: none"> <i>U.S. Bank, National Association</i> is: (a) a current client; and (b) a member of former client The Clearing House Payments Company LLC (closed 2015); Affiliate companies <i>U.S. Bank Corporate Trust Services</i> and <i>U.S. Bank Trustees Limited</i> are current clients; and Affiliate company <i>U.S. Bank Investments, Inc.</i> is a co-client in a current matter with current client <i>Macquarie Capital (USA), Inc.</i>
U. S. Specialty Insurance Company	Insurers	<ul style="list-style-type: none"> Affiliate company Tokio Marine and Nichido Fire USB Group is a member of former client Pacific Coast Automobile Underwriters Conference (closed 2014).
<i>Van Eck Associates Corporation</i>	Unsecured Lenders	<ul style="list-style-type: none"> <i>Van Eck Associates Corporation</i> is: (a) a current client; and (b) a current or former significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel.
<i>The Vanguard Group, Inc.</i>	Major Equity Holders and Principal Trade Vendors	<ul style="list-style-type: none"> <i>The Vanguard Group, Inc.</i> is: (a) a current client; (b) a current or former significant equity holder of current client <i>Molycorp, Inc.</i> and an interested party in the <i>Molycorp, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; (c) a major stockholder of current client <i>Alpha Natural Resources, Inc.</i> and an interested party in the <i>Alpha Natural Resources, Inc., et al.</i> chapter 11 cases in which Jones Day is debtors' counsel; and (d) a co-client in a current matter with affiliate companies and co-clients <i>Vanguard Marketing Corporation</i> and <i>The Vanguard Group of Mutual Funds</i>; and Affiliate company <i>Vanguard Wealth Group Limited</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Verizon</i>	Major Utilities	<ul style="list-style-type: none"> • Parent company <i>Verizon Communications, Inc.</i>, dba <i>Verizon</i> is: <ul style="list-style-type: none"> (a) a current client; (b) a co-client in three current matters and one matter concluded in 2014 with affiliate company and co-client <i>Verizon California, Inc.</i>; (c) a co-client in a current matter and two matters concluded in 2015 with affiliate company and co-client <i>Verizon Corporate Services Group, Inc.</i>; (d) a co-client in two current matters, and two matters concluded in 2014 and 2015, respectively, with affiliate company and co-client <i>Verizon Services Corporation</i>; (e) a co-client in a current matter with affiliate company and co-client <i>Verizon Wireline</i>; (f) a co-client in a current matter with affiliate company and co-client <i>Verizon West Virginia, Inc.</i>; (g) a co-client in a current matter with affiliate company and co-client <i>Verizon Enterprise Solutions LLC</i>; (h) a co-client in two current matters with affiliate company and co-client <i>Verizon Pennsylvania, Inc.</i>; (i) a co-client in two current matters with affiliate company and co-client <i>Verizon New York, Inc.</i>; (j) a co-client in a current matter with affiliate companies and co-clients <i>Verizon New Jersey, Inc.</i> and <i>Verizon Virginia, Inc.</i>; (k) a co-client in a current matter with affiliate companies and co-clients <i>Verizon Pakistan (Private) Limited, Verizon International Investments Luxembourg S.a.r.l., Verizon International, Inc. Luxembourg S.C.S., Verizon Asian Pacific Holdings Pte, Verizon European Holdings Ltd., Verizon Enterprise Holdings B.V. and Verizon Business International Holdings B.V.</i>; (l) a former co-client with affiliate company and former co-client Verizon Southwest, Inc. in two matters concluded in 2014;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>(m) a former co-client with affiliate company and former co-client Verizon Northern, Inc. in a matter concluded in 2015; and</p> <p>(n) a former co-client with affiliate company and former co-client Verizon Florida LLC in a matter concluded in 2014;</p> <ul style="list-style-type: none"> • Affiliate company Verizon Wireless, Inc. is: (a) a current client; (b) a co-client in a current matter with parent company Verizon Communications, Inc.; and (c) a former co-client with former client Actiontec Electronics, Inc. in a matter concluded in 2014; • Affiliate company Verizon Business Network Services, Inc. is: (a) a current client; and (b) a former co-client with parent company Verizon Communications, Inc. in two matters concluded in 2014; • Affiliate companies Verizon Deutschland GmbH, Verizon Japan Ltd., Verizon Data Services LLC, Verizon Ventures, Verizon Corporate Resources Group LLC and Verizon Network Integration Corporation are current clients; and • Affiliate company Verizon Business International Holdings B.V. is a former client (closed 2015).
Veyance Technologies, Inc. , nka ContiTech NA	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • Veyance Technologies, Inc., nka ContiTech NA is a co-client in a current matter with current client Continental Tire North America, Inc.
Voya Investment Management LLC	Secured Lenders	<ul style="list-style-type: none"> • Voya Investment Management LLC is a co-client in a current joint representation of Southcross Energy term lenders.
Wellington Management Company LLP	Secured Lenders and Unsecured Lenders	<ul style="list-style-type: none"> • Affiliate company Wellington Management Hong Kong Limited is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Wells Fargo Bank Equipment Finance and Wells Fargo Bank Northwest, N.A. Wells Fargo Bank, N.A.</p> <p>Wells Fargo Financial Services, Inc. and Wells Fargo Securities LLC</p>	<p>Major Equipment Lessors</p> <p>Secured Lenders and Unsecured Lenders</p> <p>Unsecured Lenders</p>	<ul style="list-style-type: none"> • Wells Fargo Bank, N.A. is: (a) a current client; and (b) a former co-client with affiliate company and former co-client Wells Fargo Bank Real Estate Group in a matter concluded in 2014; • Wells Fargo Securities LLC is: (a) a current client; (b) a co-client in a current matter with Wells Fargo Bank, N.A.; and (c) a former co-client with current client Morgan Stanley & Co. Incorporated in a matter concluded in 2014; • Parent company Wells Fargo & Co. is: (a) a co-client with four of its funds in a current defense group representation of General Motors term lenders; and (b) a member of former client The Clearing House Payments Company LLC (closed 2015); • Affiliate company National Payment Processing is a co-client in a current matter with current client Merchant Services, Inc.; • Affiliate company Wells Fargo Bank, N.A., London Branch is a current client; and • Affiliate companies Wells Fargo Bank International and Wells Fargo Trust Corporation Limited are former co-clients (both closed 2015); and affiliate companies Wachovia Corporate Services, Inc. and Norwest Venture Partners are former clients (both closed 2014).
Wesco International, Inc.	Parties to Significant Executory Contracts with the Debtors	<ul style="list-style-type: none"> • Wesco International, Inc. is: (a) a current client; and (b) a co-client in a current matter with affiliate company and co-client Wesco Distribution, Inc.
WPP LLC	Landlords	<ul style="list-style-type: none"> • Affiliate company TNS Nipo B.V. is a current client.
Zolfo Cooper LLP	Known Professionals for Secured/ Unsecured Lenders	<ul style="list-style-type: none"> • Zolfo Cooper LLP is: (a) a former client (closed 2015); and (b) the employer of three individuals, acting as administrators for Transform Medical Group (CS) Limited, who are current Jones Day clients.
<p>Zurich American Insurance Company Zurich Australian Insurance Limited and Zurich Insurance Plc</p>	Insurers	<ul style="list-style-type: none"> • Affiliate companies Zurich Vida Compañía de Seguros, S.A. and Zurich Mexico are current clients.

Schedule 3

**Nonexclusive List of Certain Jones Day Professionals and Their Current Hourly Rates
As of March 31, 2016**

NAME	LOCATION	POSITION	BILLING RATE AS OF THE PETITION DATE
Brett Barragate	New York	Partner	\$1,000.00
Mark Cody	Chicago	Partner	\$925.00
Matthew Corcoran	Columbus	Partner	\$650.00
Miguel Eaton	Washington	Partner	\$775.00
Amy Edgy	Washington	Partner	\$775.00
Colleen Laduzinski	New York	Partner	\$925.00
Heather Lennox	Cleveland New York	Partner	\$1,075.00
Rachel Rawson	Cleveland	Partner	\$850.00
Benjamin Rosenblum	New York	Partner	\$900.00
Kevin Samuels	Cleveland	Partner	\$600.00
Robert Hamilton	Columbus	Of Counsel	\$850.00
Daniel Bleiberg	Washington	Associate	\$425.00
Lauren Buonome	New York	Associate	\$725.00
Caitlin Cahow	Chicago	Associate	\$450.00
Christopher Edelman	Washington	Associate	\$425.00
Joe Florczak	Chicago	Associate	\$500.00
David Hall	Chicago	Associate	\$675.00
Sean Jackowitz	Boston	Associate	\$525.00
Nicholas Morin	New York	Associate	\$500.00

NAME	LOCATION	POSITION	BILLING RATE AS OF THE PETITION DATE
Daniel Moss	Washington	Associate	\$825.00
Daniel Reynolds	Cleveland	Associate	\$375.00
Jason Samblanet	Cleveland	Associate	\$375.00
Anna Wetzel	Washington	Associate	\$425.00
Monika Barrios	Cleveland	Paralegal	\$225.00

Exhibit C

Disclosure of Compensation of Jones Day

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,
Debtors.

Case No. 16-42529
CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:
TBD

Hearing Location:
TBD

DISCLOSURE OF COMPENSATION OF JONES DAY

Pursuant to section 329(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the "Local Bankruptcy Rules"), I, Heather Lennox, hereby certify as follows:

1. I am a partner in the law firm of Jones Day and am duly authorized to make this Disclosure of Compensation on behalf of Jones Day in connection with the Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014(A) and 2016-1, for an Order Authorizing Debtors to Retain and Employ Jones Day as Counsel, Effective as of the Petition Date (the "Application").¹ The facts set forth in this

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

Disclosure of Compensation are personally known to me and, if called as a witness, I could and would testify thereto.

2. The Debtors paid Jones Day's invoices in the ordinary course of business for services provided to the Debtors during the period beginning in March 2007 (the date Jones Day first provided services to the Debtors) and continuing for invoices issued through November 2015. On December 3, 2015, the Debtors provided Jones Day with an advance payment of \$500,000 to establish a retainer (as subsequently increased and replenished, the "Retainer") for professional services to be rendered and expenses to be incurred by Jones Day. Subsequent thereto, Jones Day (a) issued invoices to the Debtors reflecting applications of fees and expenses against the Retainer and (b) received funds from the Debtors in replenishment of the Retainer. As of the Petition Date, the balance of the Retainer was \$784,196.32.

3. During the year preceding the Petition Date, Jones Day received payments from the Debtors, including the Retainer and replenishments thereof, totaling \$12,316,255.57 (collectively, the "Prepetition Payments"). The Prepetition Payments reflect the payment of (a) certain actual fees and expenses through April 11, 2016 and (b) unbilled, anticipated and/or estimated fees and expenses through the Petition Date.²

4. Jones Day has informed the Debtors that, as promptly as practicable after all fees and charges accrued prior to the Petition Date have finally been posted within the Firm's computerized billing system, Jones Day will issue a final detailed billing statement for any fees, charges and disbursements for the period prior to the Petition Date (the "Final Prepetition Bill") to the Debtors' computerized billing system. If the Prepetition Payments exceed Jones Day's

² \$264,418 of the Prepetition Payments received from the Debtors constituted an advance payment of the \$1,717 fee to be paid in connection with the filing of each of the 154 Debtors' chapter 11 petitions.

actual fees and expenses for the applicable invoice period (as set forth on the Final Prepetition Bill), Jones Day will (a) reconcile the Final Prepetition Bill with the Retainer to pay its prepetition invoices and (b) any excess amount will continue to be held in the Retainer. If the Prepetition Payments are less than Jones Day's actual fees and expenses for the applicable invoice period (as set forth on the Final Prepetition Bill), then, subject to any orders of the Court, Jones Day will (a) reconcile the Final Prepetition Bill with the Retainer to pay its prepetition invoices (to the extent funds are available in the Retainer) and (b) write off any fees and expenses set forth in the Final Prepetition Bill in excess of the amount of the Retainer. Jones Day expects to: (a) complete its reconciliation of prepetition fees and expenses actually incurred through the Petition Date no later than the filing of its first interim fee application in these cases; (b) make a corresponding adjustment to the amount of the Retainer on or about that date; and (c) disclose such adjustment in its first interim fee application. Upon the conclusion of Jones Day's representation of the Debtors (or as otherwise directed by the Court), Jones Day will apply any remaining portion of the Retainer against any unpaid fees or unreimbursed disbursements, with any unapplied portion of the Retainer to be promptly returned to the Debtors.

5. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Jones Day nor any partner, associate or other professional thereof has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' chapter 11 cases, other than as permitted by the Bankruptcy Code. Jones Day has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Jones Day's partners.

Dated: April 13, 2016

/s/ Heather Lennox
Heather Lennox (*pro hac vice* pending)
Jones Day
North Point
901 Lakeside Avenue
Cleveland, OH 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
Email: hlennox@jonesday.com

Exhibit D

Engagement Letter

JONES DAY

222 EAST 41ST STREET • NEW YORK, NEW YORK 10017.6702
TELEPHONE: +1.212.326.3939 • FACSIMILE: +1.212.755.7306

DIRECT NUMBER: (212) 326-3837
HLENNOX@JONESDAY.COM

JP577688
168371-600022

As of November 1,
2015

VIA ELECTRONIC MAIL

A. Verona Dorch, Esq.
Executive Vice President, Chief Legal Officer
& Government Affairs
Peabody Energy Corporation
701 Market Street
St. Louis, Missouri 63101

Re: Engagement Letter

Dear Verona:

This letter confirms the discussions concerning the scope, terms, and conditions of our engagement by Peabody Energy Corporation and its corporate affiliates (collectively, "*Peabody*") in connection with your strategic alternative planning efforts and any transactions or court cases that may flow therefrom as well as with the potential sale of one of Peabody's mines (the "*Engagement Matters*") and amends our engagement letter dated September 14, 2015. Thank you for retaining Jones Day for these engagements and for your cooperation concerning the matters covered in this letter.

1. Limited Scope of Engagement and Client Relationship

Jones Day and Peabody have agreed that any new or expanded engagement beyond that described above will require our agreement. Similarly, except as expressly set forth in this letter, any representation in this engagement of any person or entity other than Peabody, such as a parent, subsidiary or other direct or indirect affiliate of Peabody, will require our agreement. That is, our client is, and we are entering into an attorney-client relationship only with, Peabody. Please advise any of Peabody's direct or indirect affiliates, or any of your or their members, partners, managers, principals, directors, officers, or investors or other controlling persons who express any uncertainty or different understanding, that this engagement does not include any undertaking by Jones Day to represent any of them or create any attorney/client relationship between Jones Day and any of them.

2. Staffing

You have designated yourself as the person from whom we will take direction and to whom we will report in connection with this engagement. I will have primary responsibility for

JONES DAY

A. Verona Dorch, Esq.
As of November 1, 2015
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this engagement and will be assisted by such other lawyers and service personnel as appropriate from time to time in order to provide high quality services in a cost-efficient manner. I will be the Partner generally responsible for Jones Day's representation of Peabody in restructuring matters, including matters related to billing and staffing.

3. Securities Law Issues

In the course of our engagement, we may from time to time be called upon to advise Peabody regarding Peabody's disclosure obligations under federal and state securities laws with respect to matters on which Peabody has retained Jones Day. Peabody has advised Jones Day that it is an issuer for purposes of the Sarbanes-Oxley Act (the "**SOX Act**") and related regulations. Please be advised that Jones Day has adopted a written policy for the guidance of Jones Day's lawyers regarding compliance with Section 307 of the SOX Act and the related Securities and Exchange Commission Rule 205.

4. Potentially Adverse Representations or Conflicts of Interest; Advance Waiver

As is typical for a firm of our size, Jones Day represents and in the future will represent many other clients. Some may be direct competitors of Peabody, or otherwise may have, or develop, business interests that are contrary to the interests of Peabody. It is also possible that, during the time we are working for you, an existing or future client of Jones Day may seek to engage us in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such client's interests are or potentially may become adverse to Peabody's interests.

For example, Jones Day presently represents other clients in the coal-related, coal-mining and power generation business, including other sellers and purchasers of coal and enterprises otherwise involved in coal-related matters including (but not limited to) CONSOL Energy, U.S. Steel, Edison Mission Energy, Alpha Natural Resources, Cliffs Natural Resources and Rosebud Mining Company. In addition, as you are aware, Jones Day represents numerous creditors of Peabody in matters unrelated to this engagement. We may be unable to, or may elect not to, represent you in commencing litigation against a then-current client.

Jones Day cannot enter into this engagement if it could interfere with our ability to represent existing or future clients who have, or develop, relationships or interests adverse to Peabody. We therefore ask Peabody, by signing below, to acknowledge that Jones Day may continue to represent, or may undertake in the future to represent, any existing or future client in any matter (including but not limited to transactions, litigation or other dispute resolutions), even if the interests of that client in that other matter are directly adverse to Peabody, as long as that other matter is not substantially related to the Engagement Matters.

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As of November 1, 2015
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By executing this letter, you acknowledge and agree that (1) this engagement will not be asserted by Peabody either as a conflict of interest with respect to, or as a basis to preclude, challenge, or otherwise disqualify Jones Day from, any current or future representation of any client in any matter, including, without limitation, any representations in negotiations, transactions, counseling, or litigation adverse to Peabody, as long as that other matter is not substantially related to the Engagement Matters; (2) you hereby waive any conflict of interest that exists or might be asserted to exist and any other basis that might be asserted to preclude, challenge, or otherwise disqualify Jones Day in any representation of any other client with respect to any such matter; (3) you have been advised by Jones Day, and have had the opportunity to consult with other counsel with respect to the terms and conditions of these provisions and this prospective waiver; (4) your consent to these provisions is both voluntary and fully informed; and (5) you intend for this consent to be effective and fully enforceable, and to be relied upon by Jones Day.

5. Compensation and Disbursements

Our fees are generally determined by the time devoted by each lawyer or other service provider involved in the engagement and the hourly billing rates assigned to each such person. Our hourly rates are revised periodically and we reserve the right to revise them from time to time during the course of our representation of Peabody. We submit periodic billing statements (generally monthly or, depending on the circumstances, more frequently), which are due and payable upon presentation. In situations involving extraordinary risks, efforts or results, we may request that Peabody give consideration to a supplemental fee over and above our hourly rates.

To retain the services of Jones Day, Peabody has agreed to pay us a \$500,000 retainer upon the execution of this letter (the "**Retainer**"). Our fees and expenses shall be deemed automatically applied against such Retainer as such fees and expenses arise, unless we notify you otherwise. You agree to provide us with additional retainer amounts from time to time in order to maintain the Retainer at \$500,000 (or such other amount to which Jones Day and Peabody may mutually agree). Notwithstanding the foregoing, it is agreed that Jones Day will (a) at all times have a Retainer in excess of the fees and expenses it has incurred on behalf of Peabody (whether or not statements for such fees and expenses have been sent by us to Peabody) and (b) have a Retainer upon the commencement of any chapter 11 case for Peabody in an amount not less than \$500,000 (or such other amount to which Jones Day and Peabody may mutually agree).

Unless we specifically agree, any fee estimate that we may provide is not a commitment to perform the services within a fixed time or for a fixed fee.

In addition to our fees, we expect our clients to defray certain costs and expenses incurred during our representation of them. A description of our Disbursements and Charges Billing

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As of November 1, 2015
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Policies is available upon request. Please note that although our charges for non-cash costs incurred by Jones Day reflect our good faith estimate of our actual, fully absorbed, out-of-pocket costs, those estimates may differ from our actual costs. Normally, disbursements and charges will be subject to reimbursement from Peabody in the regular billing cycle. In some circumstances, however, such as in the case of particularly large items, we may ask Peabody to pay these items directly or in advance.

We also want to notify you of your right, under Part 137 of the Rules of the Chief Administrator of the Courts in New York, to arbitration of fee disputes as provided in that rule, a copy of which will be provided to you at your request.

6. Bankruptcy Cases

If it becomes necessary for Peabody to file a petition or petitions under chapter 11 of the Bankruptcy Code, our ongoing employment by Peabody will be subject to the approval of the bankruptcy court with jurisdiction over the petition. If necessary, we will modify the terms and conditions of our employment described above as may be required to comply with the applicable requirements of the bankruptcy process, including any orders of the bankruptcy court.

In anticipation of Peabody's potential chapter 11 filing, we will take steps necessary to prepare the conflict of interest disclosure required in connection with Jones Day's retention as bankruptcy counsel. We will promptly initiate the process of reviewing conflict checks on potentially interested parties in key categories, as and when provided to us by Peabody, including (a) Peabody's directors and officers and their respective business affiliations, (b) Peabody's largest unsecured creditors, (c) Peabody's material trade creditors and lessors, (d) parties to significant litigation with Peabody, and (e) Peabody's material secured lenders.

A copy of the current list of entities that will be checked in our conflict system (the "*Interested Party List*") will be created based upon information that you provide. We also will compile a preliminary draft of a schedule describing Jones Day's relationships with certain of the entities identified on the Interested Party List (the "*Disclosure Schedule*"). We will provide you with a draft of the Disclosure Schedule after it is available. Although we believe that these relationships likely will not constitute conflicts of interest, these relationships must be described and disclosed in Peabody's application to the bankruptcy court to retain Jones Day as counsel.

If actual conflicts of interest arise with respect to any of the parties identified on the Disclosure Schedule, the following procedures will be utilized: (a) Jones Day may determine that it is unable to represent Peabody in matters adverse to those parties; and (b) if we make such

JONES DAY

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a determination, Peabody will be required to use separate counsel in those matters, and we will not participate in those matters.

Please note that the Disclosure Schedule will be updated as new information becomes available until Peabody's chapter 11 cases are commenced; thereafter, the Disclosure Schedule will continue to be supplemented on a periodic basis throughout the course of the Bankruptcy Cases.

7. Audit Letter Issues

We further want to advise you that, in responses to any of your requests to provide information to your auditors, our policy is to comply with the American Bar Association Statement of Policy Regarding Lawyers' Responses to Auditors' Requests for Information regarding the scope and content of such responses, except when such Policy is clearly inapplicable.

8. Procedures upon Termination; Return of Documents; Intellectual Property

Unless previously terminated, our representation of Peabody will terminate upon our sending you our final statement for services rendered in this matter. In that case, or otherwise at your request, any papers and property sent by you to us will be returned to you. Our own files pertaining to the matter, including lawyer work product and administrative records, as well as document copies, will be retained by Jones Day in accordance with our document retention policy. All documents retained by Jones Day will be transmitted in the ordinary course to the person responsible for administering our records retention program. Subject to our obligations under the applicable bar requirements, we reserve the right to destroy or otherwise dispose of any documents or other materials, including electronic versions, retained by us after the termination of the engagement.

All intellectual property and other know-how developed by us in connection with this engagement, including subject matter expertise, whether or not preserved in written or electronic form, may be retained by us and used in connection with engagements on behalf of other clients, so long as no confidential information relating to the Engagement Matters is thereby disclosed. Further, you hereby consent to the use of your name, Peabody, by Jones Day in future firm promotional materials, which may contain factual synopses of your matters, and may indicate generally the results achieved.

9. Governing Law

The laws of the State of New York, without regard to conflict of law rules, shall govern the interpretation of this agreement.

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10. Miscellaneous

This letter agreement sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this letter agreement so that it is binding. This letter agreement may be signed in one or more counterparts and binds each party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this letter agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this letter agreement which can be given effect without such provisions or application, and to this end the provisions of this letter agreement are declared to be severable.

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As of November 1, 2015
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Please sign and return to us a copy of this letter in order to confirm that it accurately reflects the scope, terms, and conditions with respect to this engagement. If you would like to discuss any of these matters, please give me a call.

Very truly yours,



Heather Lennox

On behalf of Peabody, the undersigned confirms that this letter accurately reflects the scope, terms, and conditions with respect to this engagement and that the undersigned's execution and delivery of this confirmation on behalf of Peabody has been duly authorized by Peabody.

Signature: 

Print Name: A. Verona Dorch
Title: Executive Vice President,
Chief Legal Officer &
Government Affairs

Dated: 11/6/15